

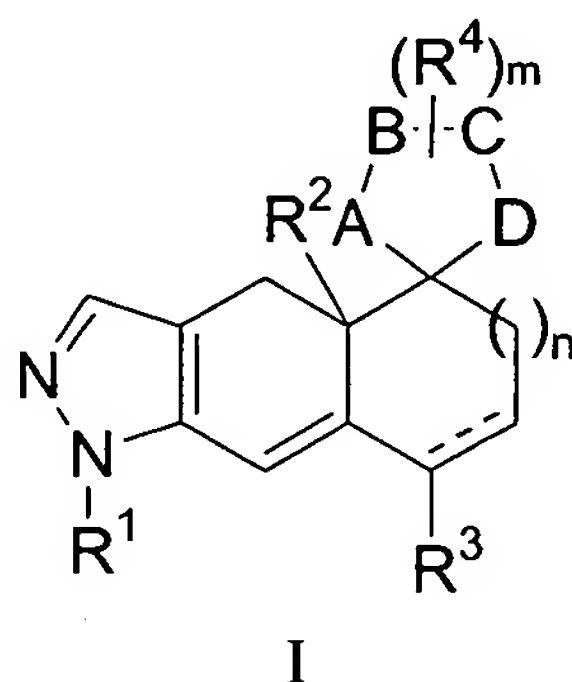
**Amendments to the Claims:**

This listing of claims replaces all prior versions and listings of claims in the application.

**Listing of Claims:**

1 to 7. (Canceled)

8. (Currently Amended) A pharmaceutical composition comprising a compound of Formula I



Wherein

m is 0, 1, 2 or 3;

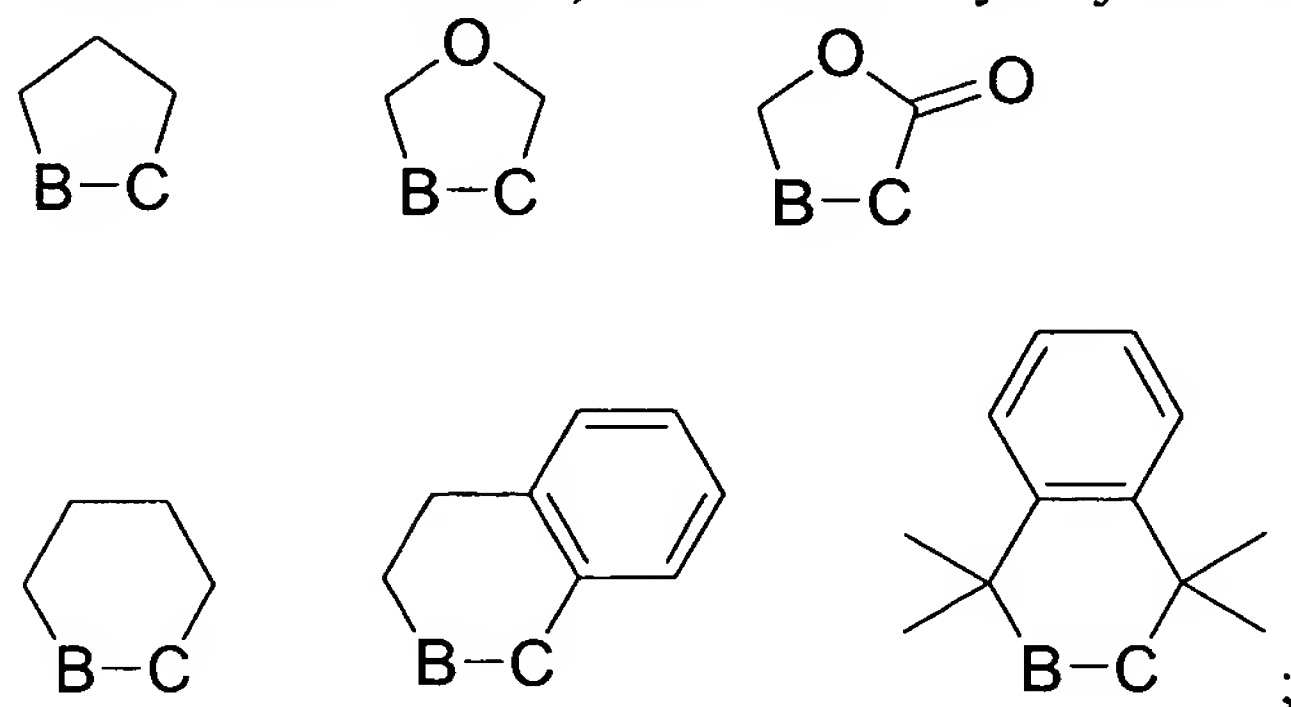
n is 0 or 1;

–A–B–C–D– is selected from the group consisting of:

- (1) –CH<sub>2</sub>–CH<sub>2</sub>–CH<sub>2</sub>–O–,
- (2) –CH<sub>2</sub>–CH<sub>2</sub>–C(O)–O–,
- (3) –CH=CH–C(O)–O–,
- (4) –O–CH<sub>2</sub>–CH<sub>2</sub>–CH<sub>2</sub>–,
- (5) –O–C(O)–CH<sub>2</sub>–CH<sub>2</sub>–,
- (6) –HC=CH–CH<sub>2</sub>–O–,
- (7) –CH<sub>2</sub>–HC=CH–O–,
- (8) –CH<sub>2</sub>–CH<sub>2</sub>–C(O)–NH–,
- (9) –CH<sub>2</sub>–NH–CH<sub>2</sub>–CH<sub>2</sub>–,
- (10) –CH<sub>2</sub>–NH–C(O)–O–,
- (11) –NH–C(O)–NH–C(O)–,
- (12) –C(O)–NH–C(O)–NH–,

- (13)  $\text{-NH-C(O)-NH-CH}_2\text{-}$ ,  
(14)  $\text{-NH-C(O)-NH-C(=S)-}$ ,  
(15)  $\text{-O-CH}_2\text{-CH}_2\text{-O-}$  and  
(16)  $\text{-S-CH}_2\text{-CH}_2\text{-S-}$ ;

provided that when the atoms at positions B and C of  $\text{-A-B-C-D-}$  are both carbon atoms, said atoms may be joined together to form a ring selected from



$R^1$  is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- (a) halo,  
(b)  $\text{OCH}_3$ ,  
(c)  $\text{CH}_3$ , and  
(d)  $\text{CN}$ ;

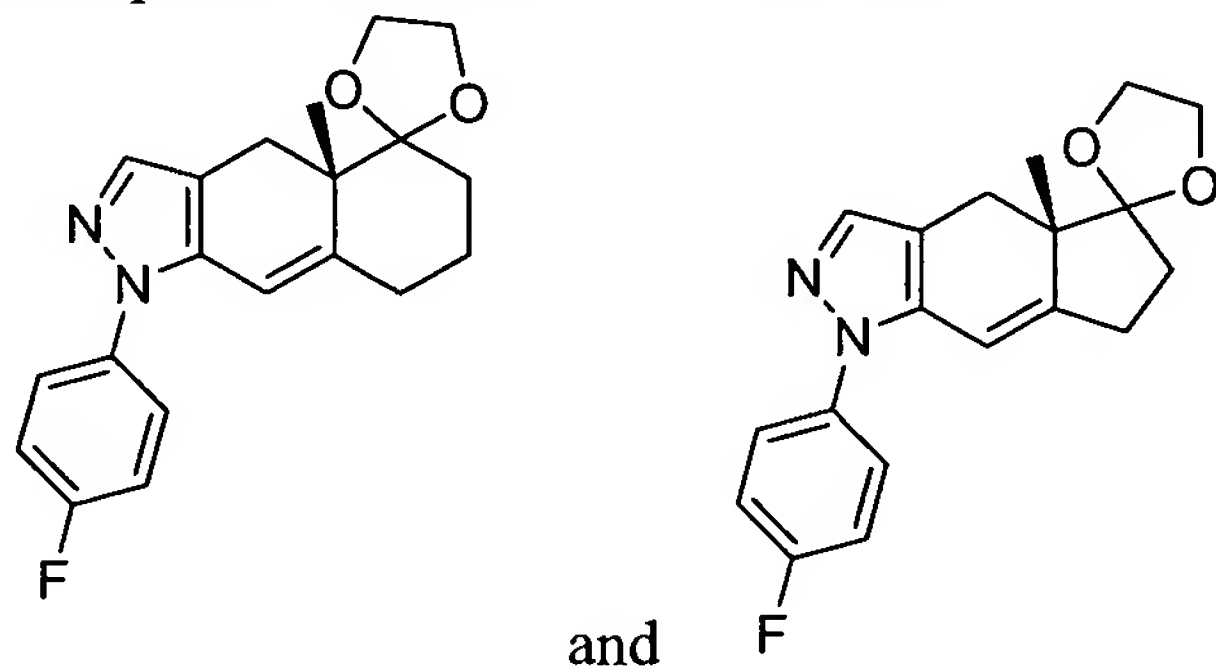
$R^2$  and  $R^3$  are each individually hydrogen or methyl; and

each  $R^4$  is independently selected from the group consisting of

- (1)  $\text{-OH}$ ,  
(2)  $\text{-C}_{1-6}\text{alkyl}$  optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo,  $\text{-COOH}$ , amino, methylamino, di-methylamino,  $=\text{S}$ , and halo,  
(3)  $\text{C}_{2-6}\text{alkenyl}$  optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and  $\text{-C(O)-O- C}_{1-2}\text{alkyl}$ ,  
(4)  $\text{C}_{2-6}\text{alkynyl}$  optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,  
(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy,  $\text{C}_{1-2}\text{alkyl}$ ,  $\text{-COOH}$ ,  $\text{-C(O)-O-CH}_3$  and halo,

- (6) -C<sub>1-2</sub>alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,
- (7) -CO<sub>2</sub>H,
- (8) -CO<sub>2</sub>C<sub>1-3</sub>alkyl,
- (9) -OC<sub>1-3</sub>alkyl,
- (10) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (11) -SO<sub>2</sub>-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo
- (12) -C<sub>1-2</sub>alkyl-O-C<sub>1-2</sub>alkyl,
- (13) -C<sub>1-2</sub>alkyl-O-C<sub>2-4</sub>alkenyl,
- (14) -C<sub>1-2</sub>alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,
- (15) -C<sub>1-2</sub>alkyl-C(O)O-C<sub>1-2</sub>alkyl,
- (16) 2-(1,3-dioxan)ethyl,
- (17) -C<sub>1-2</sub>alkyl-C(O)-NH-phenyl and
- (18) -C<sub>1-2</sub>alkyl-C(O)-NHN;

in combination with a pharmaceutically acceptable carrier,  
with the proviso that the compound of Formula I is other than



9. (Previously Presented) The pharmaceutical composition according to claim 8  
wherein

Each R<sup>4</sup> is independently selected from the group consisting of

- (1) -OH,
- (2) -C<sub>1-6</sub>alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,

(3) C<sub>2</sub>-6alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C<sub>1</sub>-2alkyl,

(4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C<sub>1</sub>-2alkyl, -COOH, -C(O)-O-CH<sub>3</sub> and halo,

(5) -C<sub>1</sub>-2alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1</sub>-2alkyl and halo,

(6) -SO<sub>2</sub>-C<sub>1</sub>-3alkyl, and

(7) -C<sub>1</sub>-2alkyl-OC<sub>1</sub>-2alkyl.

10. (Previously Presented) The pharmaceutical composition according to claim 9 wherein

-A-B-C-D- is selected from the group consisting of:

(1) -CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-O-,

(2) -CH=CH-CH<sub>2</sub>-O-,

(3) -CH<sub>2</sub>-CH=CH-O-,

(4) -O-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-,

(5) -O-CH<sub>2</sub>-CH<sub>2</sub>-O-,

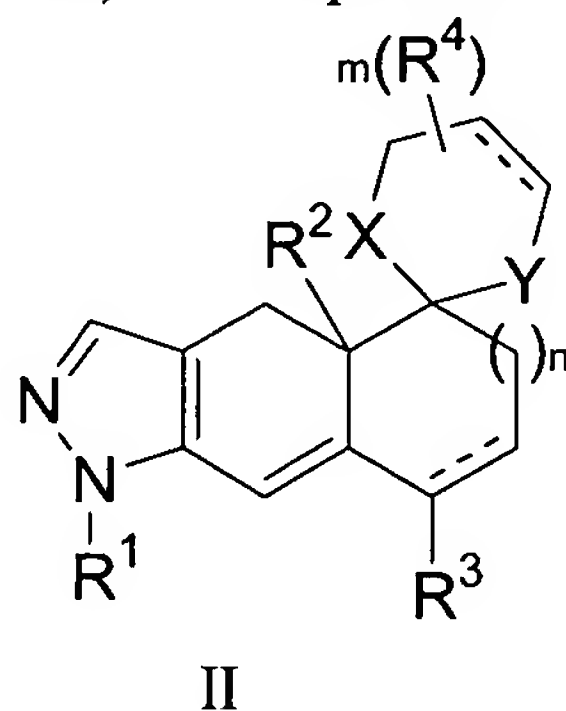
(6) -S-CH<sub>2</sub>-CH<sub>2</sub>-S-,

(7) -CH<sub>2</sub>-NH-CH<sub>2</sub>-CH<sub>2</sub>-, and

(8) -CH<sub>2</sub>-NH-C(O)-O-;

R<sup>1</sup> is phenyl optionally mono or di- substituted with halo.

11. (Previously Presented) A compound of Formula II



Wherein

m is 0, 1 or 2;

n is 0 or 1;

X and Y are each independently selected from CH<sub>2</sub>, S and O;

R<sup>1</sup> is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH<sub>3</sub>,
- (c) CH<sub>3</sub>, and
- (d) CN;

R<sup>2</sup> and R<sup>3</sup> are each individually hydrogen or methyl; and

each R<sup>4</sup> is independently selected from the group consisting of

- (1) -OH,
- (2) -C<sub>1-6</sub>alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,
- (3) C<sub>2-6</sub>alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C<sub>1-2</sub>alkyl,
- (4) C<sub>2-6</sub>alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,
- (5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C<sub>1-2</sub>alkyl, -COOH, -C(O)-O-CH<sub>3</sub> and halo,
- (6) -C<sub>1-2</sub>alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,
- (7) -CO<sub>2</sub>H,
- (8) -CO<sub>2</sub>C<sub>1-3</sub>alkyl,
- (9) -OC<sub>1-3</sub>alkyl,
- (10) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (11) -SO<sub>2</sub>-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub> alkyl and halo
- (12) -C<sub>1-2</sub>alkyl-O-C<sub>1-2</sub>alkyl,
- (13) -C<sub>1-2</sub>alkyl-O-C<sub>2-4</sub>alkenyl,
- (14) -C<sub>1-2</sub>alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C<sub>1-2</sub>alkyl and halo,
- (15) -C<sub>1-2</sub>alkyl-C(O)O-C<sub>1-2</sub>alkyl,
- (16) 2-(1,3-dioxan)ethyl,
- (17) -C<sub>1-2</sub>alkyl-C(O)-NH-phenyl and

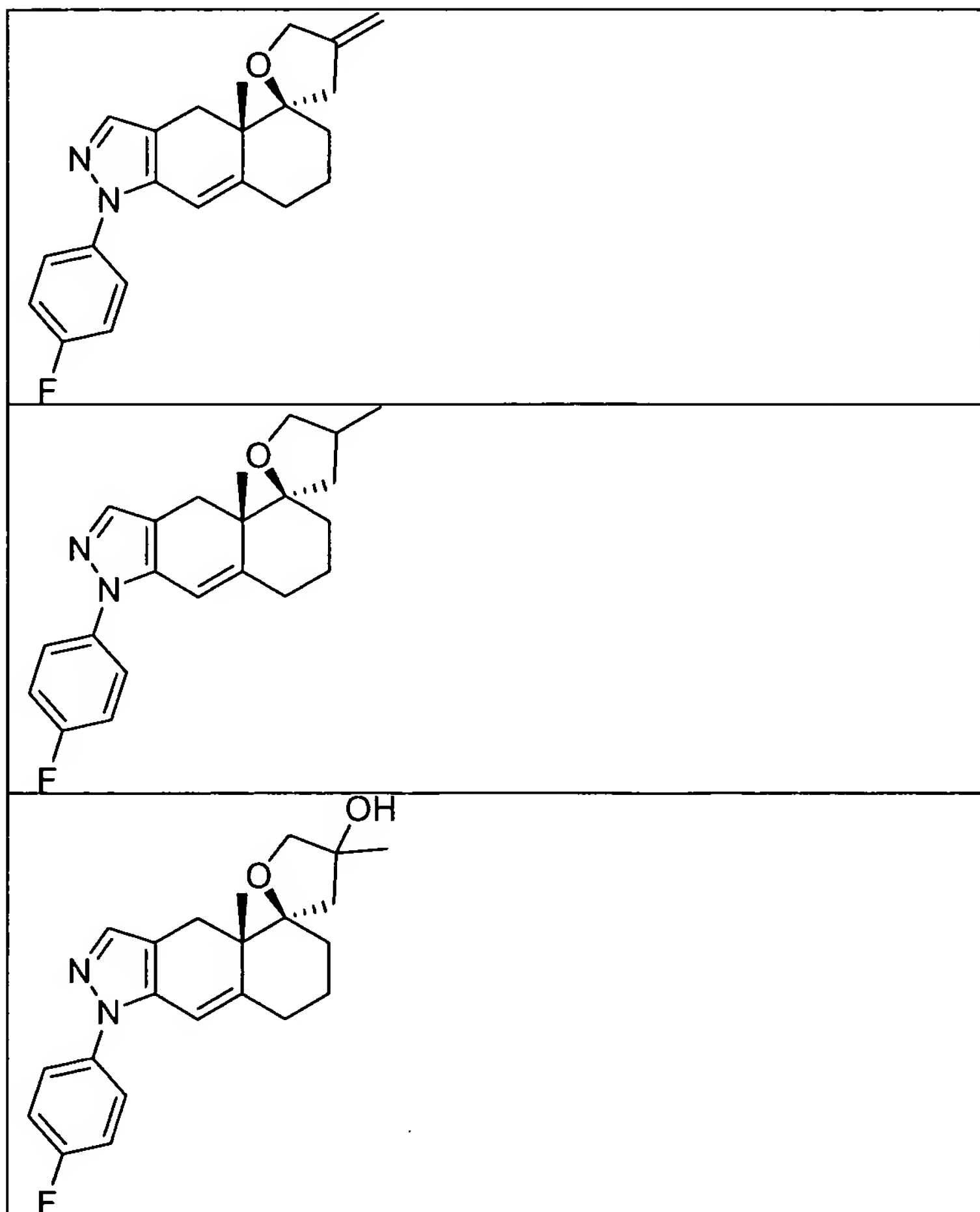
(18)  $-C_1-2\text{alkyl}-C(O)-NHN$ .

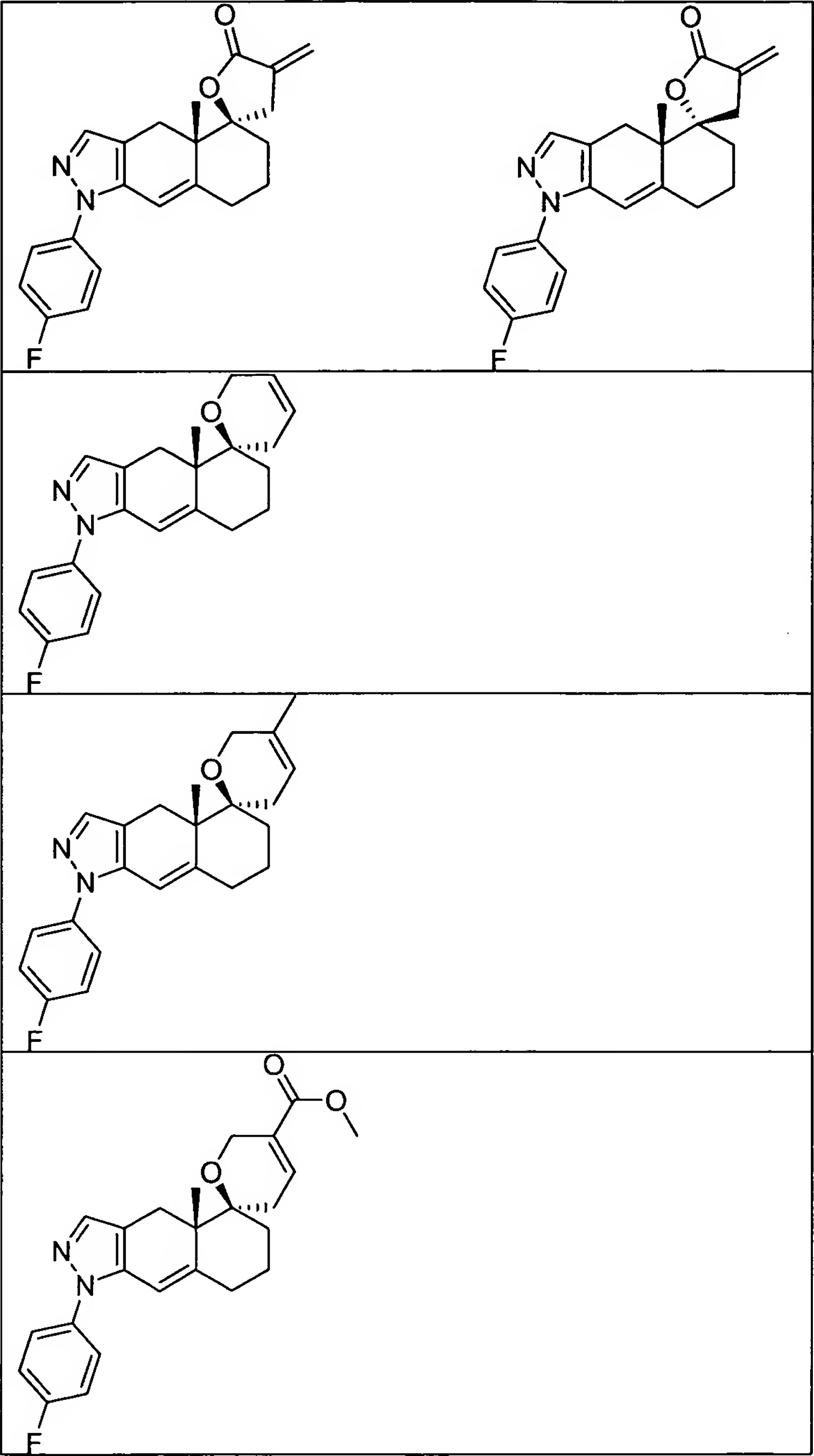
12. (Previously Presented) A compound according to claim 11 wherein each  $R^4$  is independently selected from the group consisting of  $-C_1-6\text{alkyl}$  or hydrogen.

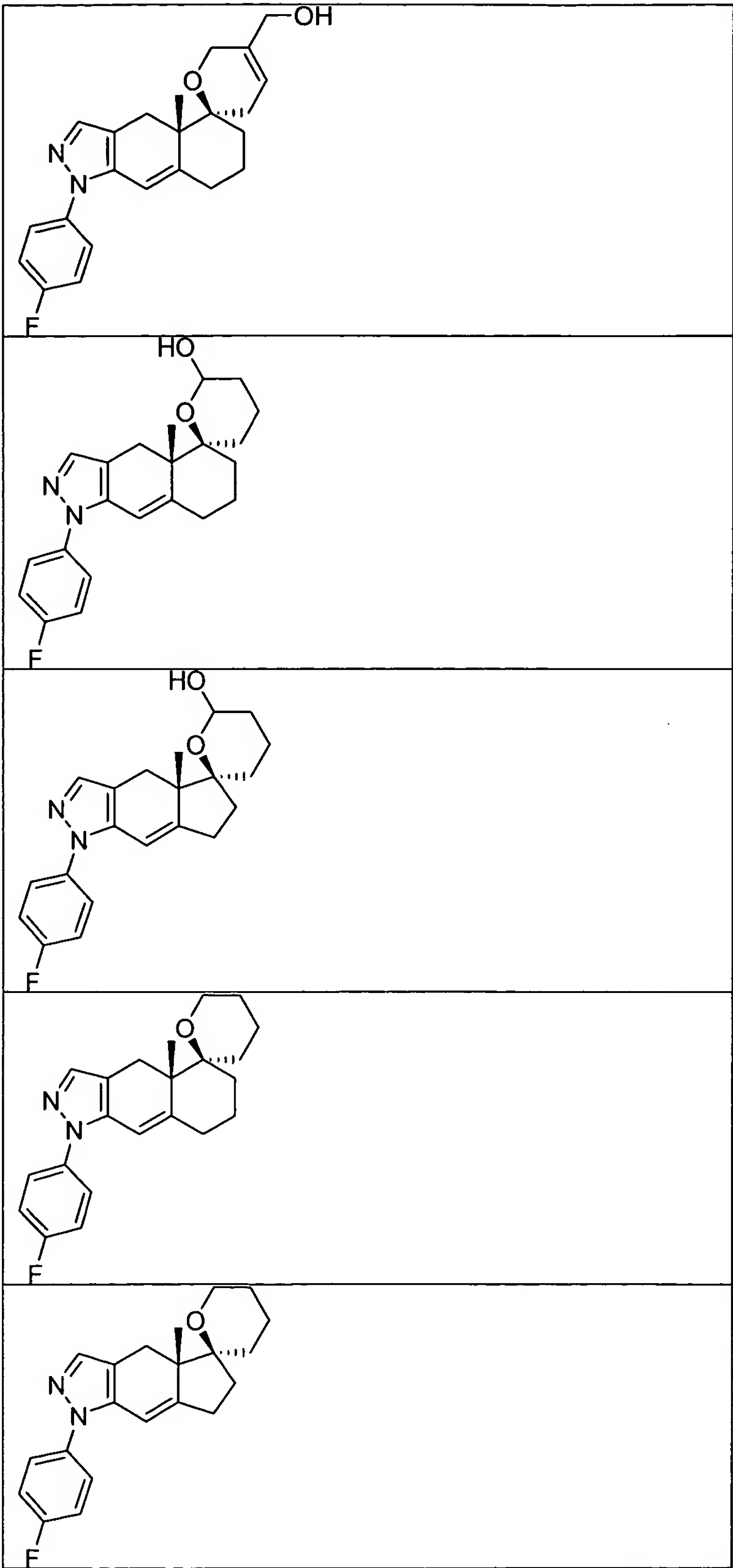
13. (Previously Presented) A compound according to claim 11 wherein X and Y are both O or are both S or X is O and Y is  $CH_2$ ; and  $R^1$  is phenyl optionally mono or di- substituted with halo.

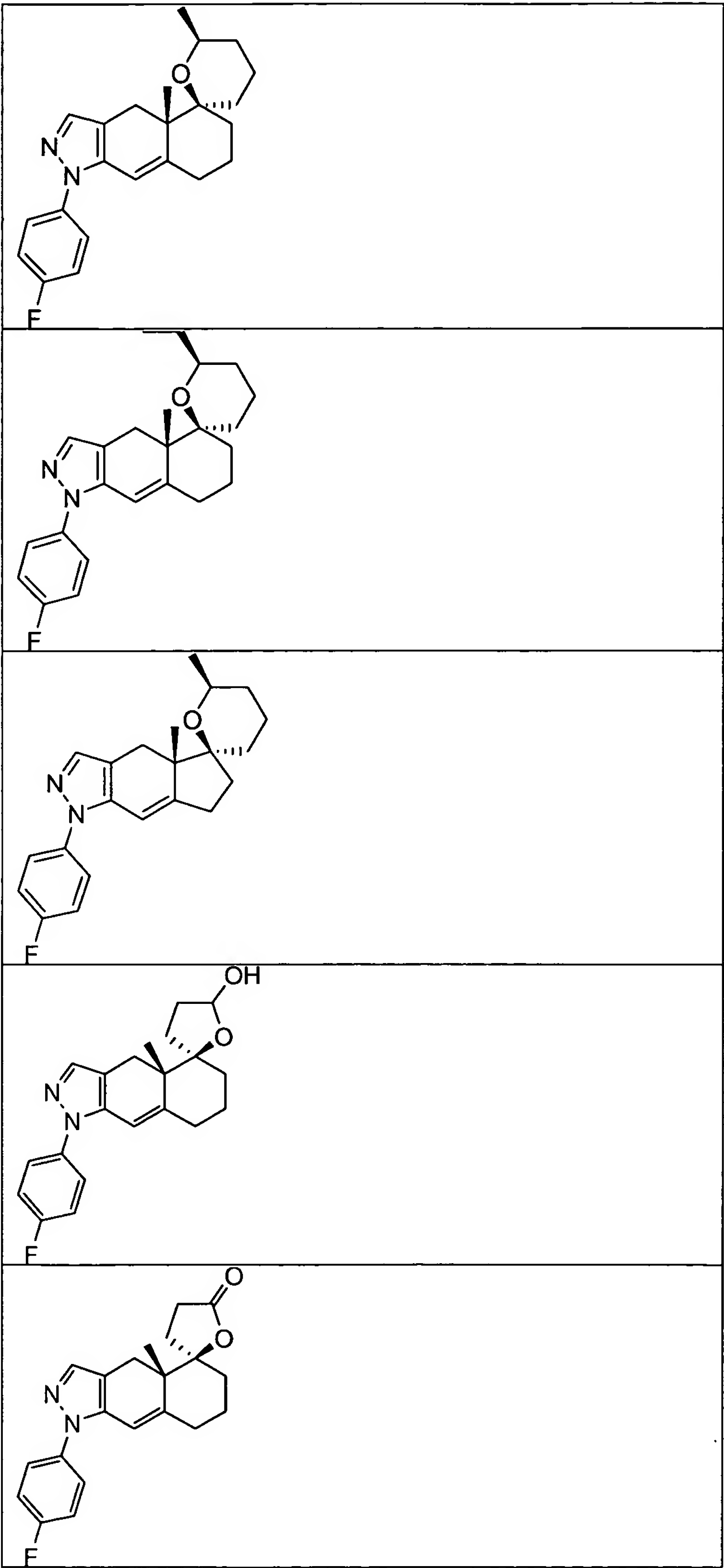
14. (Previously Presented) A compound selected from one of the following groups:

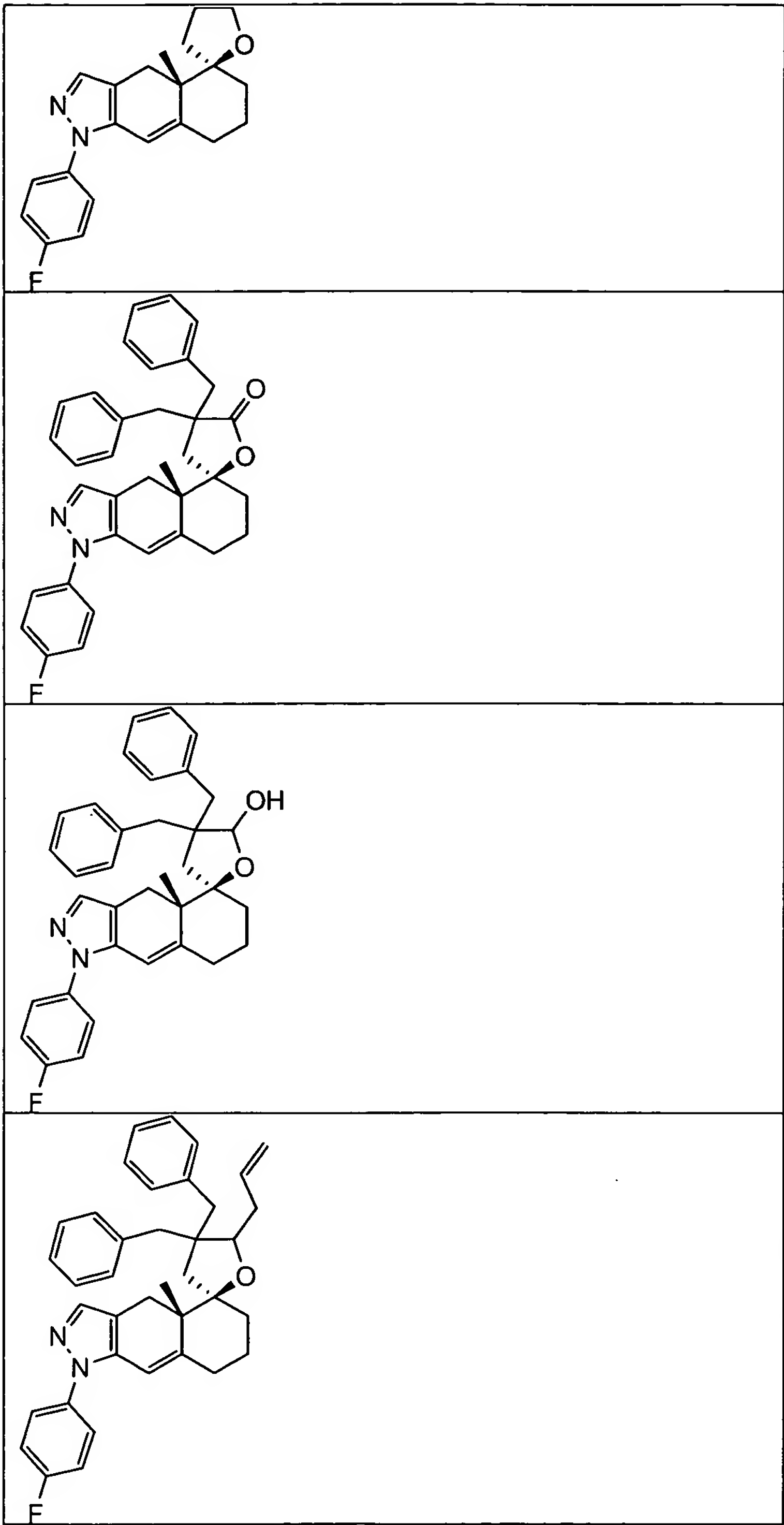
i)

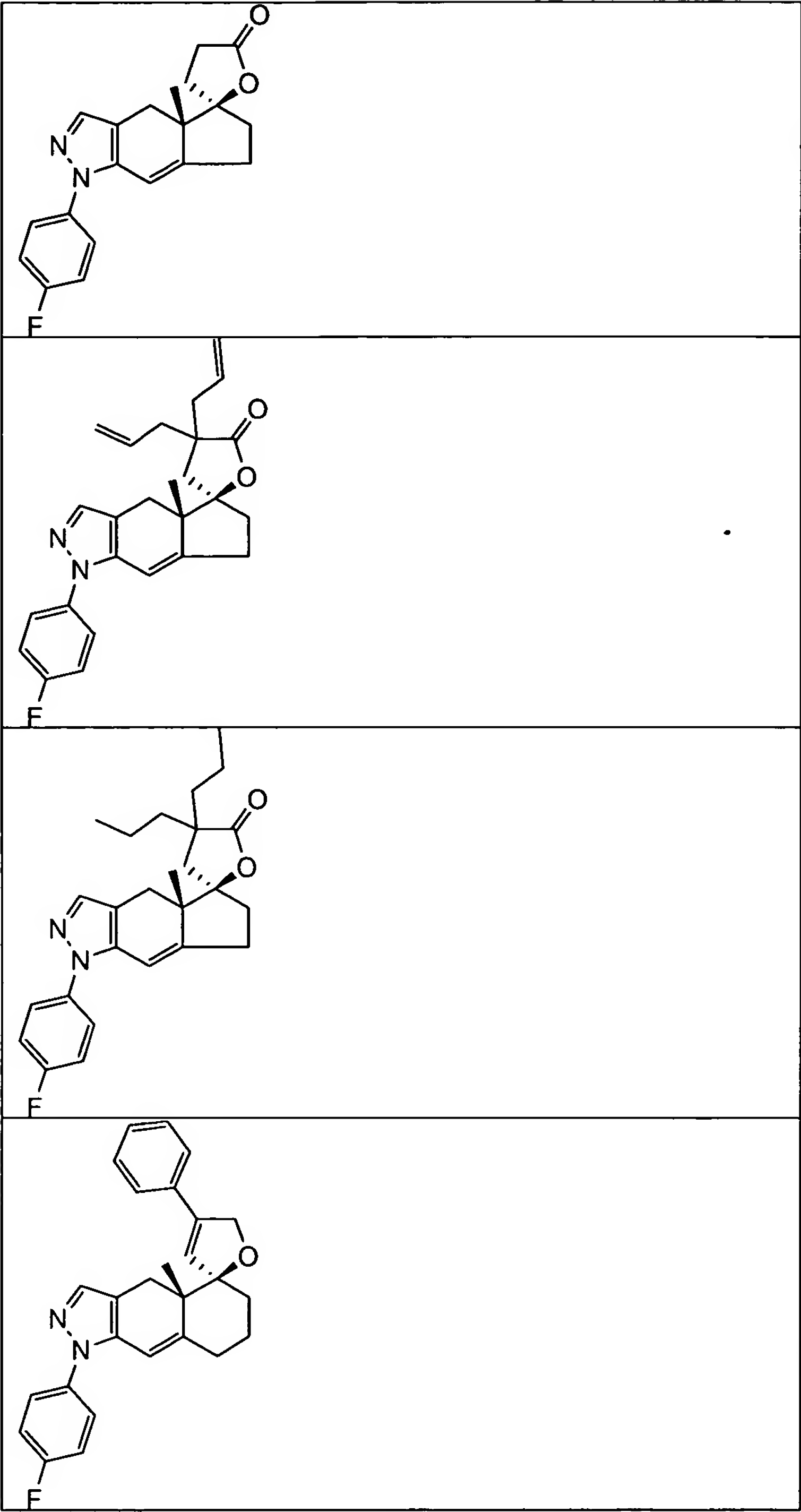


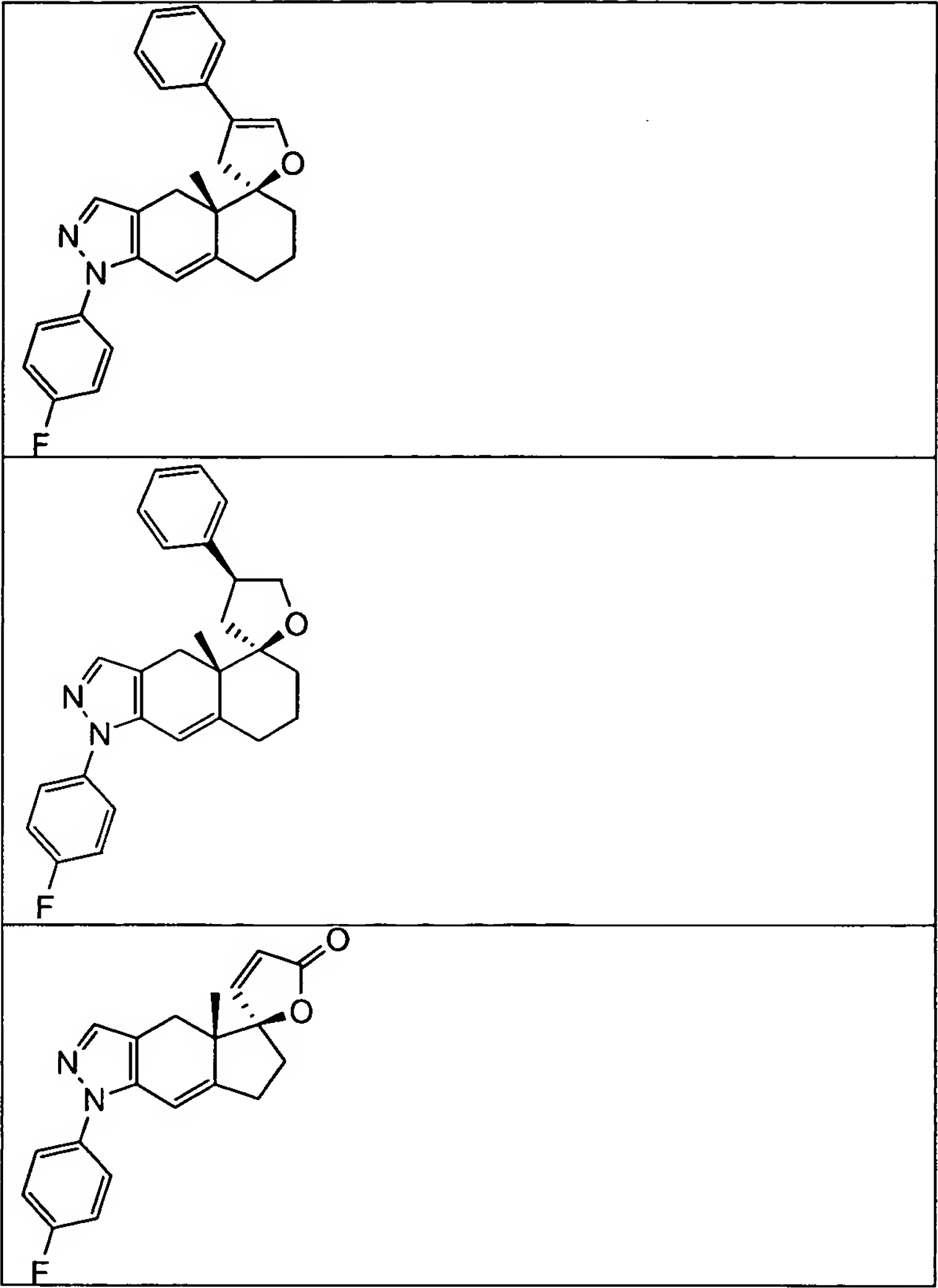




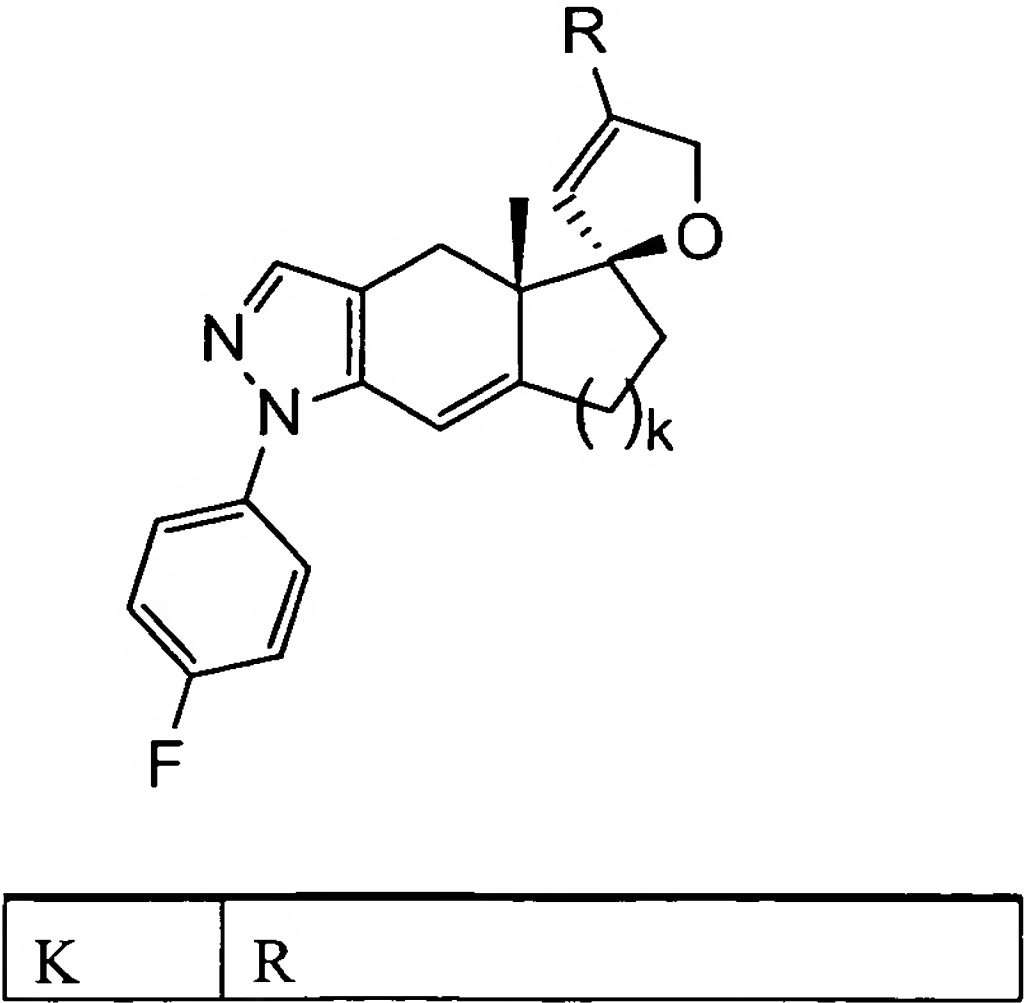






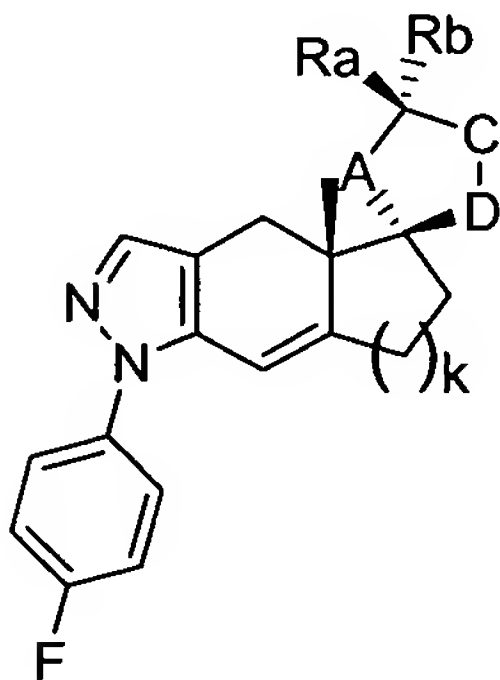


ii)



1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

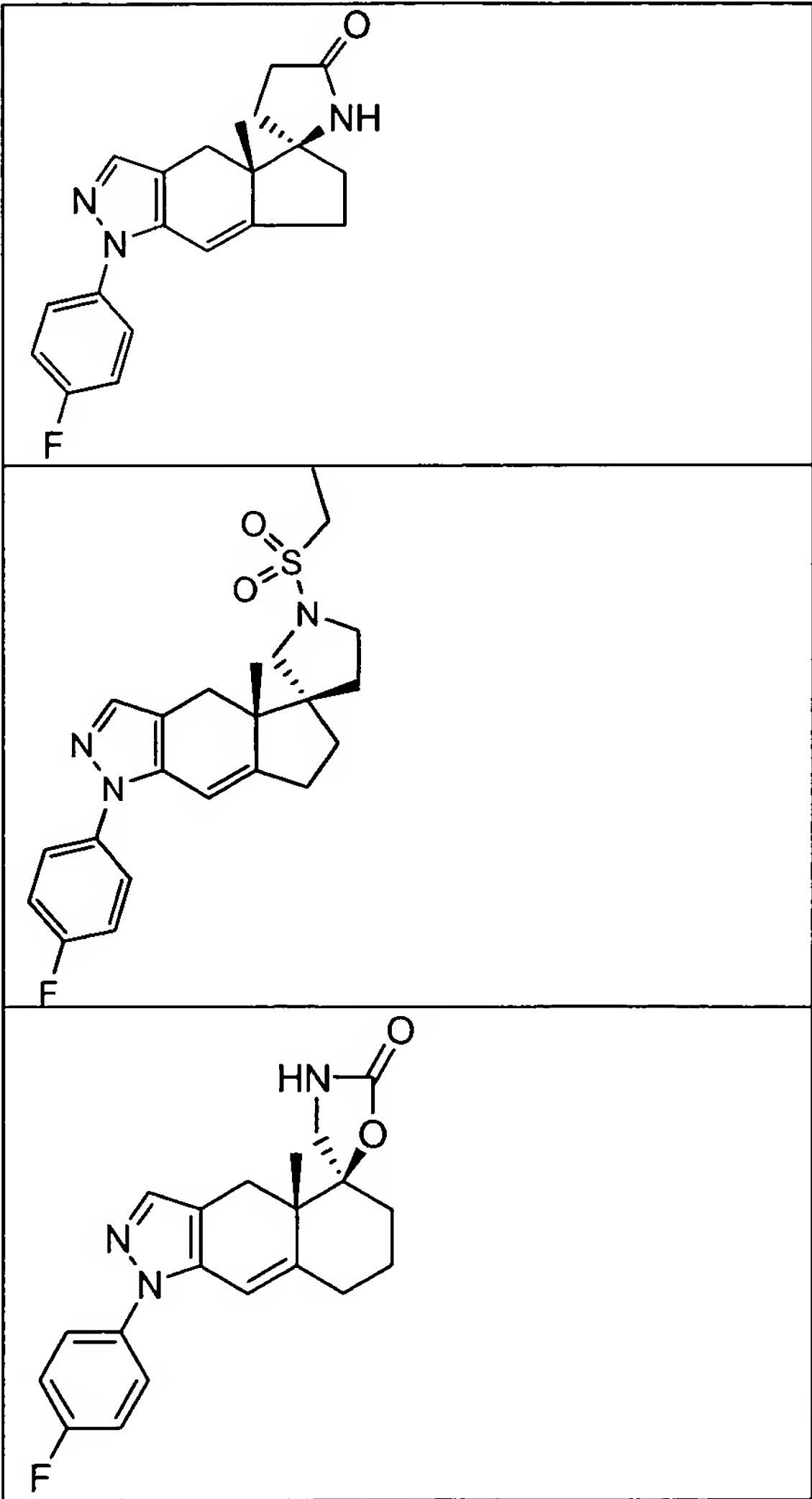
iii)

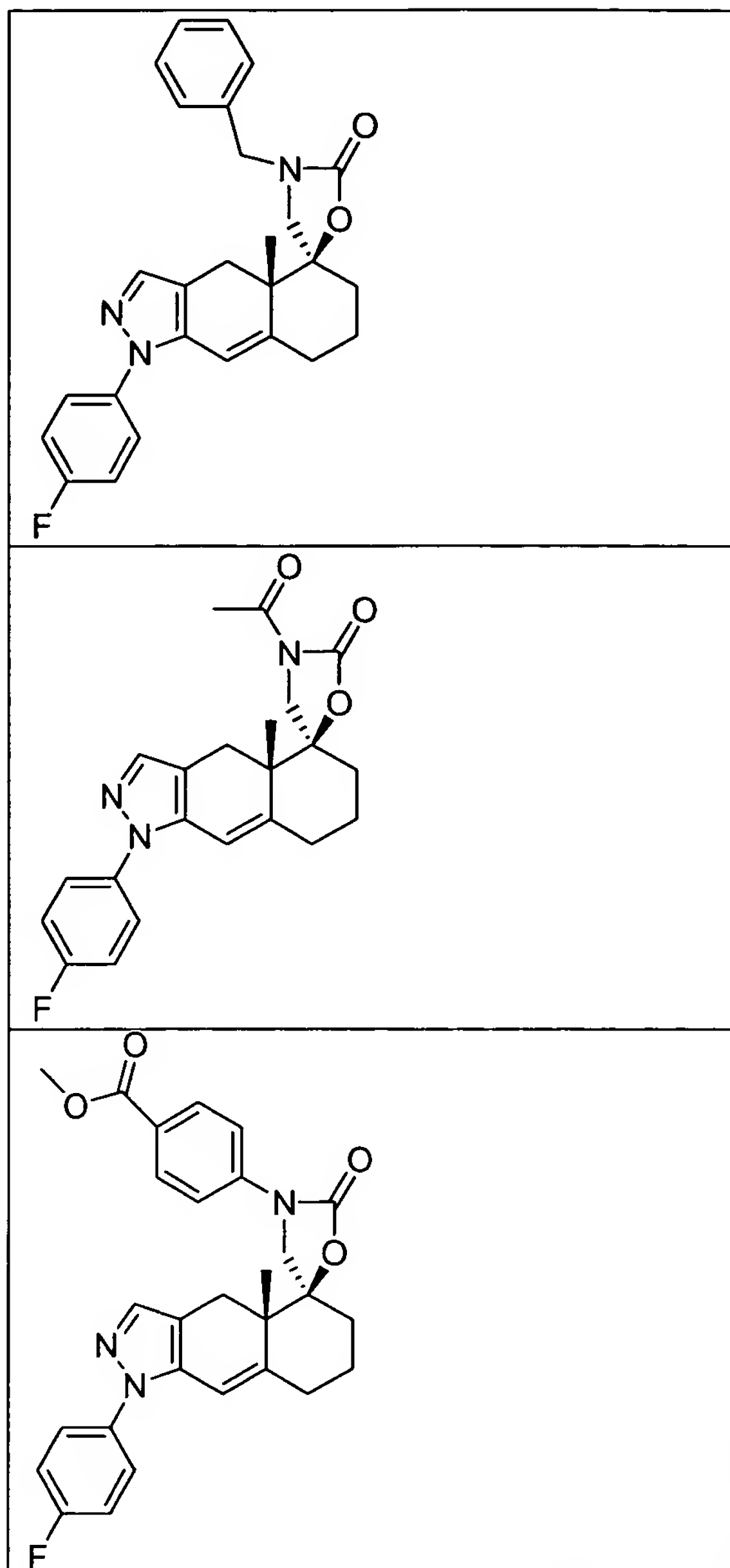


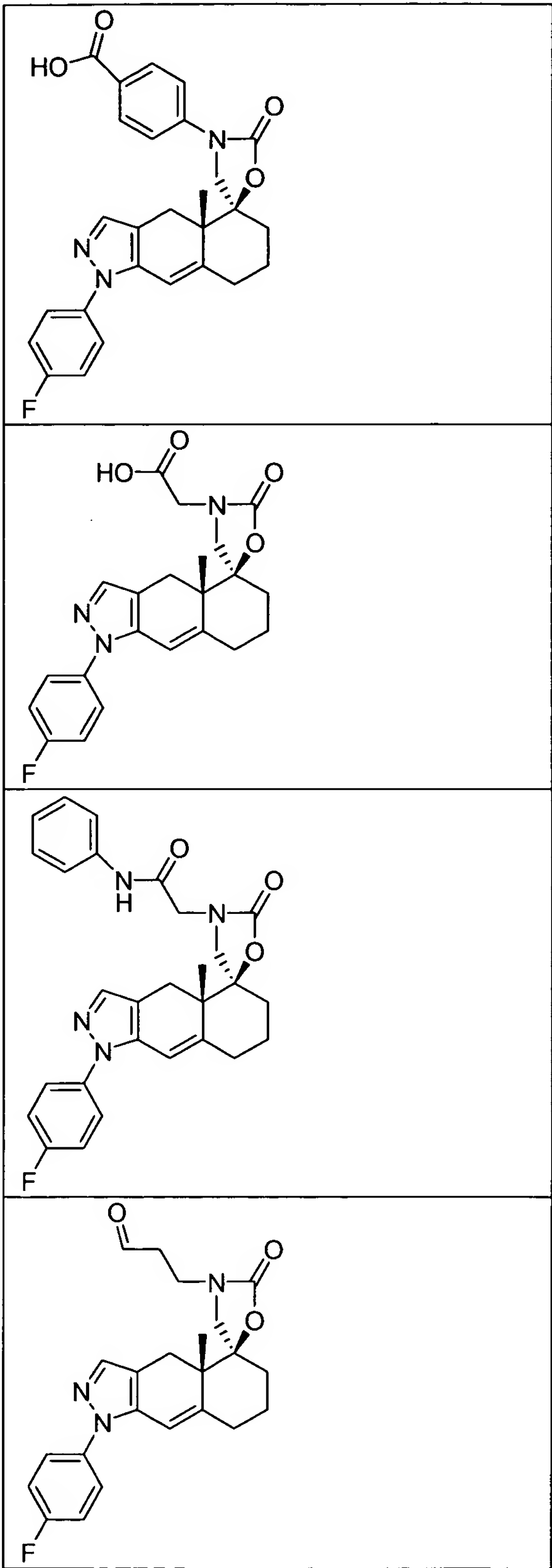
k	D	A	C	Ra	Rb
1	O	CH <sub>2</sub>	CH <sub>2</sub>	propyl	Propyl
1	O	CH <sub>2</sub>	CHOH	propyl	Propyl
1	O	CH <sub>2</sub>	CH <sub>2</sub>	allyl	Allyl
1	O	CH <sub>2</sub>	CHOH	allyl	Allyl
1	O	CH <sub>2</sub>	CH <sub>2</sub>	methyl	Methyl
1	O	CH <sub>2</sub>	CHOH	methyl	Methyl
1	O	CH <sub>2</sub>	C(O)	methyl	Methyl
1	O	CH <sub>2</sub>	CH <sub>2</sub>	H	H
1	O	CH <sub>2</sub>	CHOH	H	H
2	CH <sub>2</sub>	O	CH <sub>2</sub>	ethyl	H
2	CH <sub>2</sub>	O	CH <sub>2</sub>	H	Ethyl
2	CH <sub>2</sub>	O	CH <sub>2</sub>	H	Phenyl
2	O	CH <sub>2</sub>	CH(allyl)	allyl	Allyl
2	O	CH <sub>2</sub>	CH <sub>2</sub>	methyl	Methyl

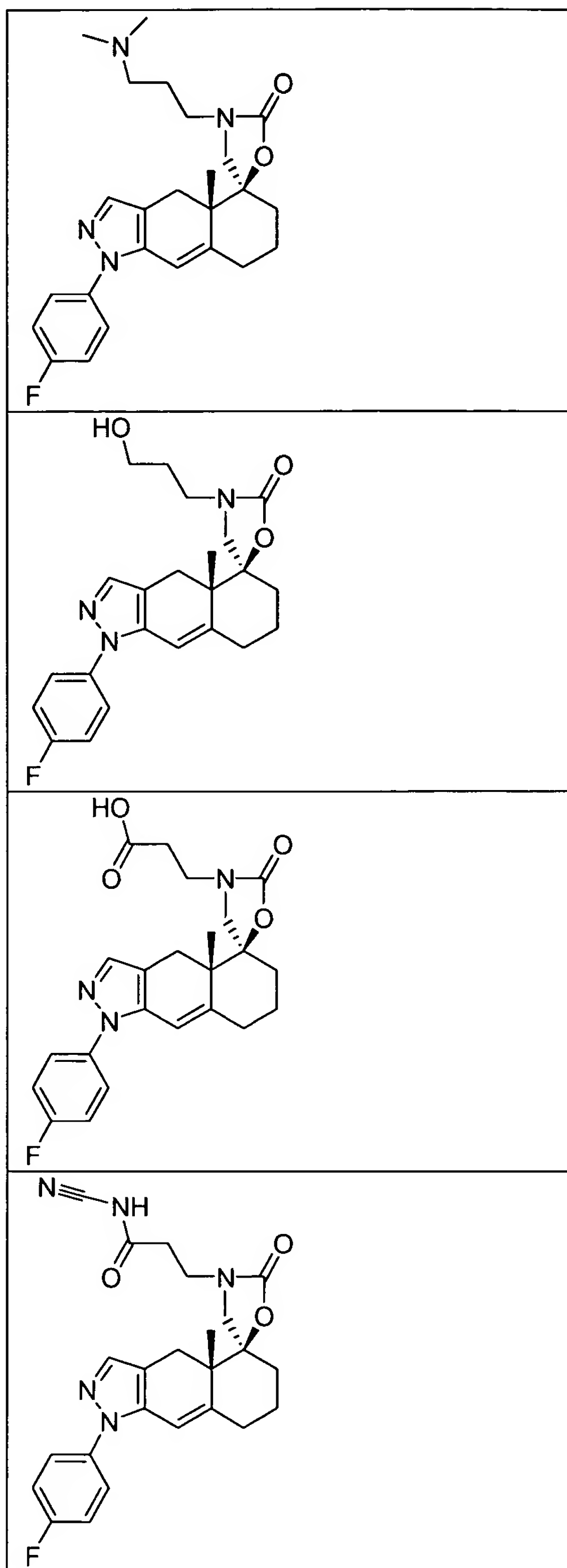
2	O	CH <sub>2</sub>	CH <sub>2</sub>	benzyl	Benzyl
2	O	CH <sub>2</sub>	CH <sub>2</sub>	allyl	Allyl
2	O	CH <sub>2</sub>	CHOH	methyl	Methyl
2	O	CH <sub>2</sub>	CHOH	allyl	Allyl
2	O	CH <sub>2</sub>	CH(allyl)	H	H
2	O	CH <sub>2</sub>	C(O)	methyl	Methyl
2	O	CH <sub>2</sub>	C(O)	allyl	Allyl

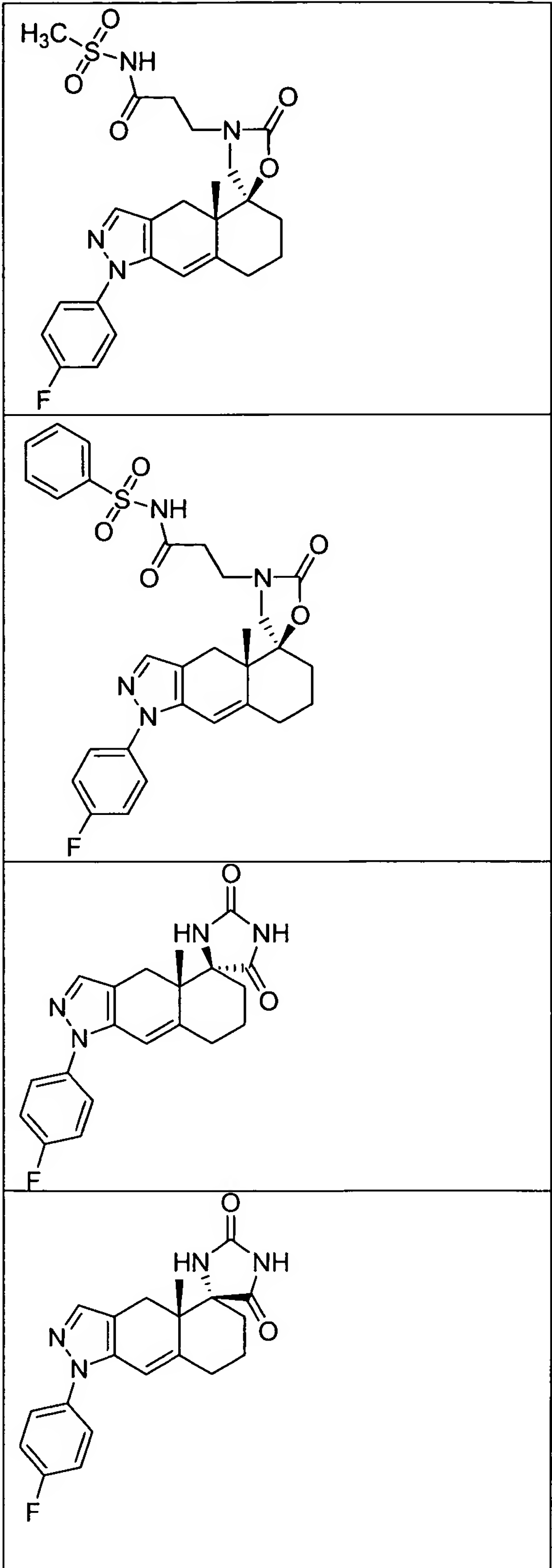
iv)

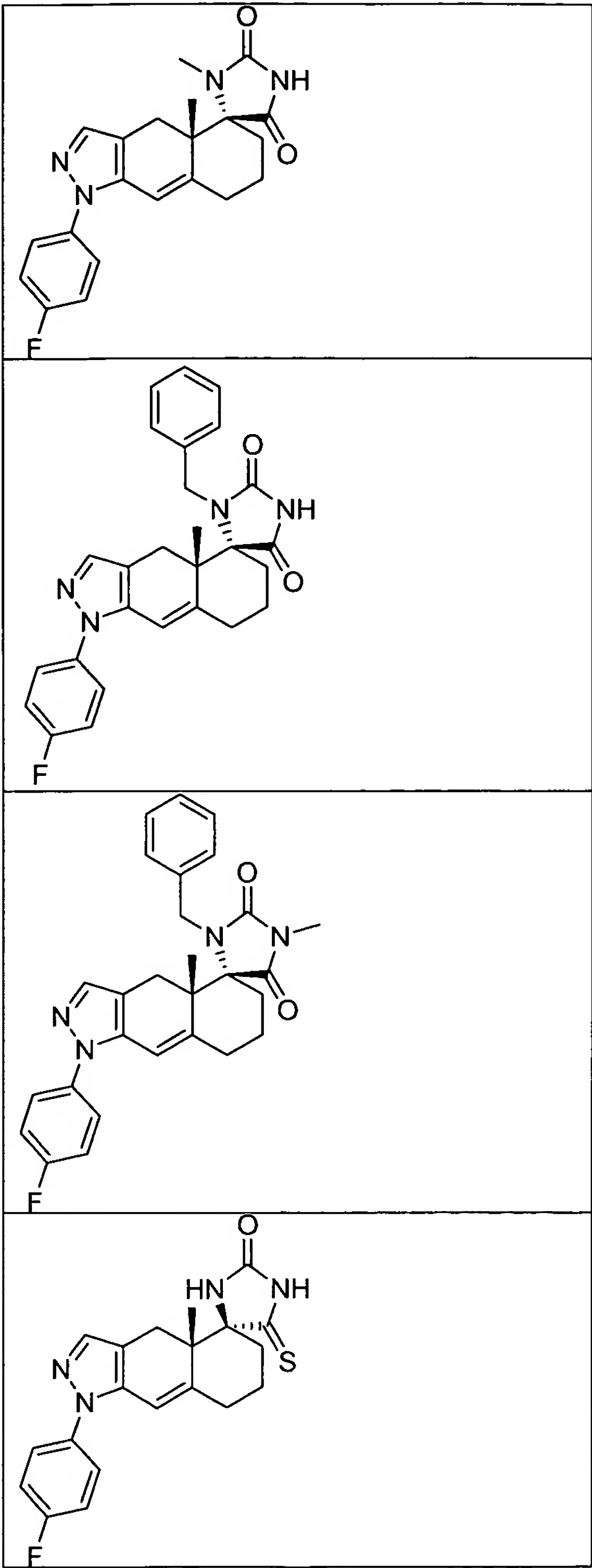


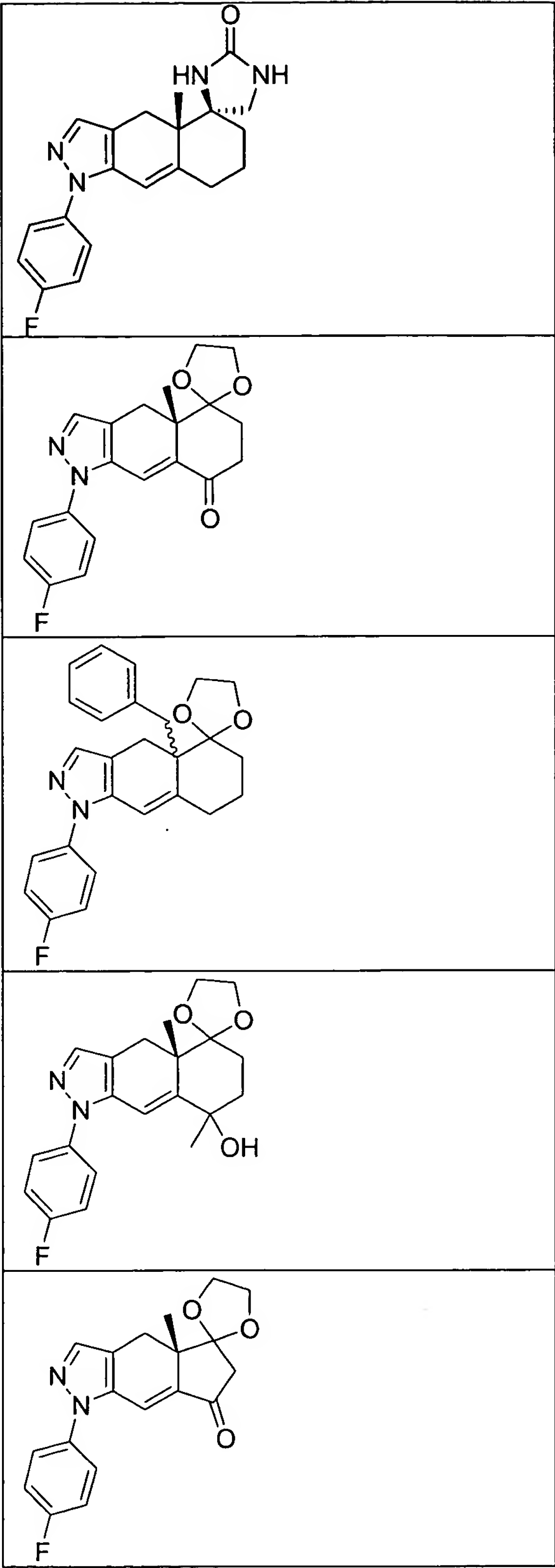


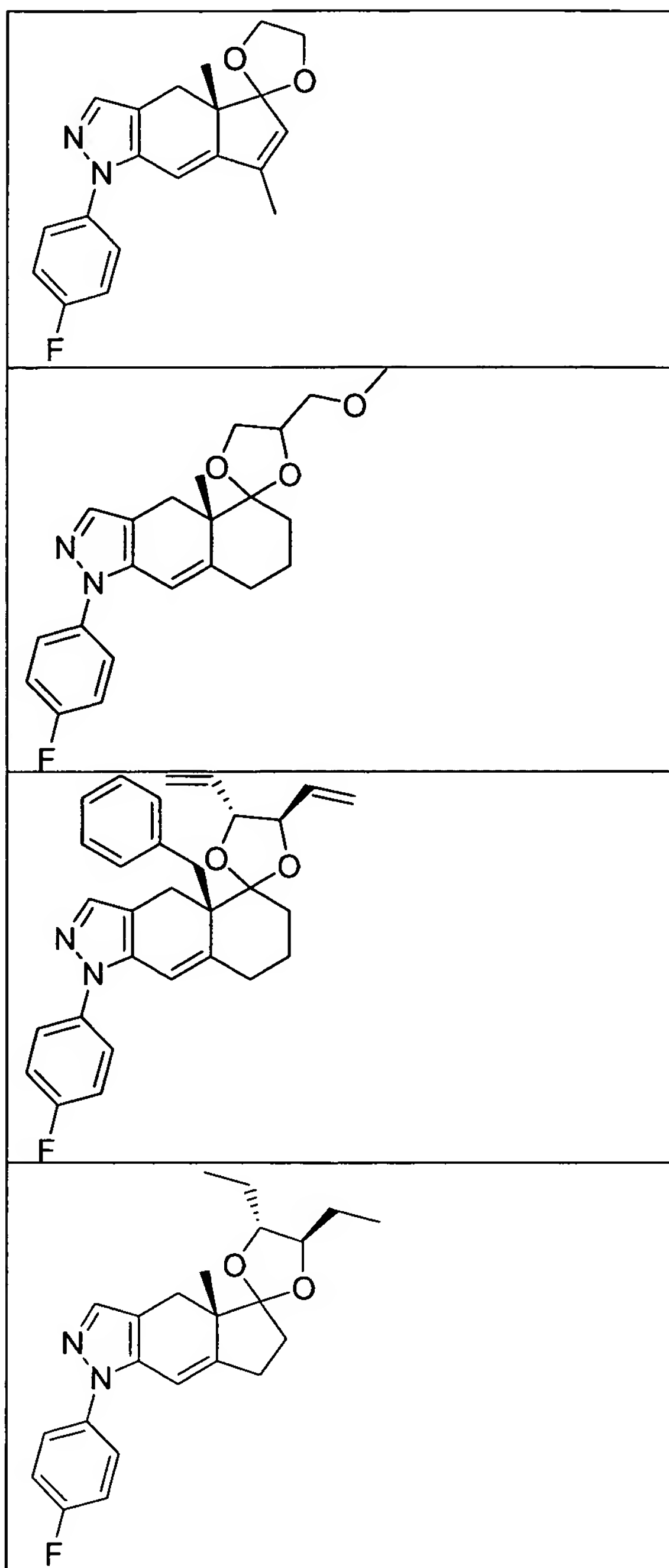


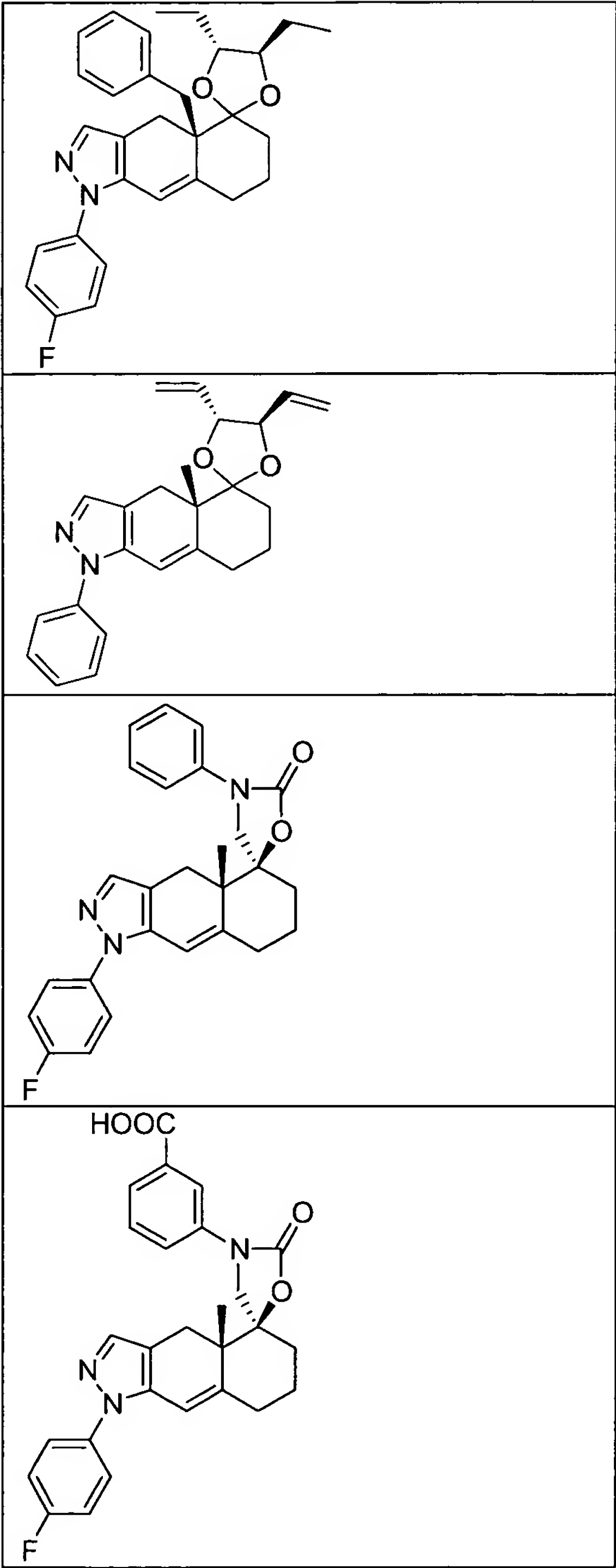




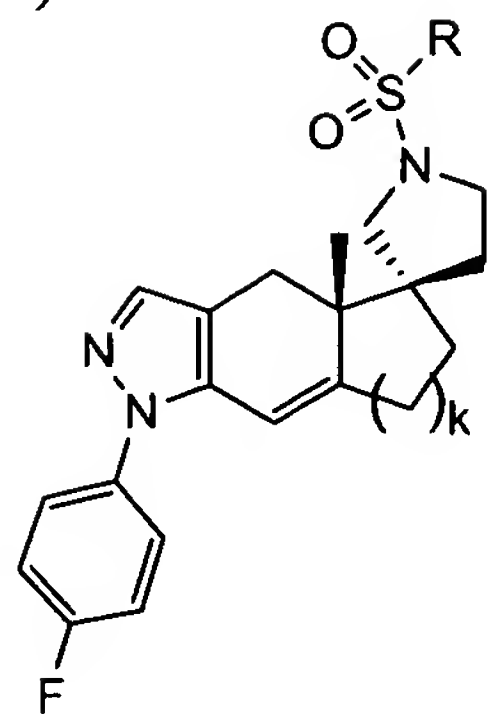






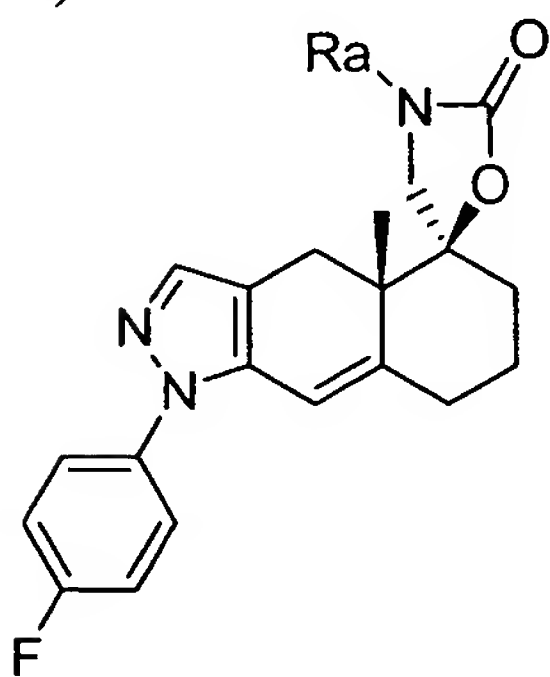


v)



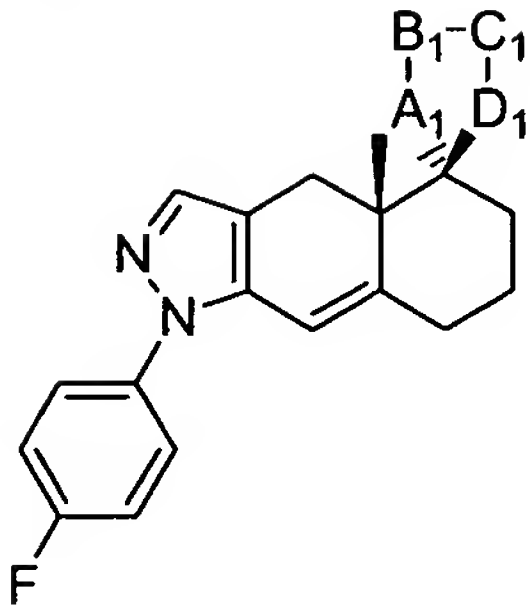
k	R
1	phenyl
2	ethyl
2	phenyl

vi)



Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
CH <sub>2</sub> CO <sub>2</sub> Et
2-(1,3-dioxan)ethyl

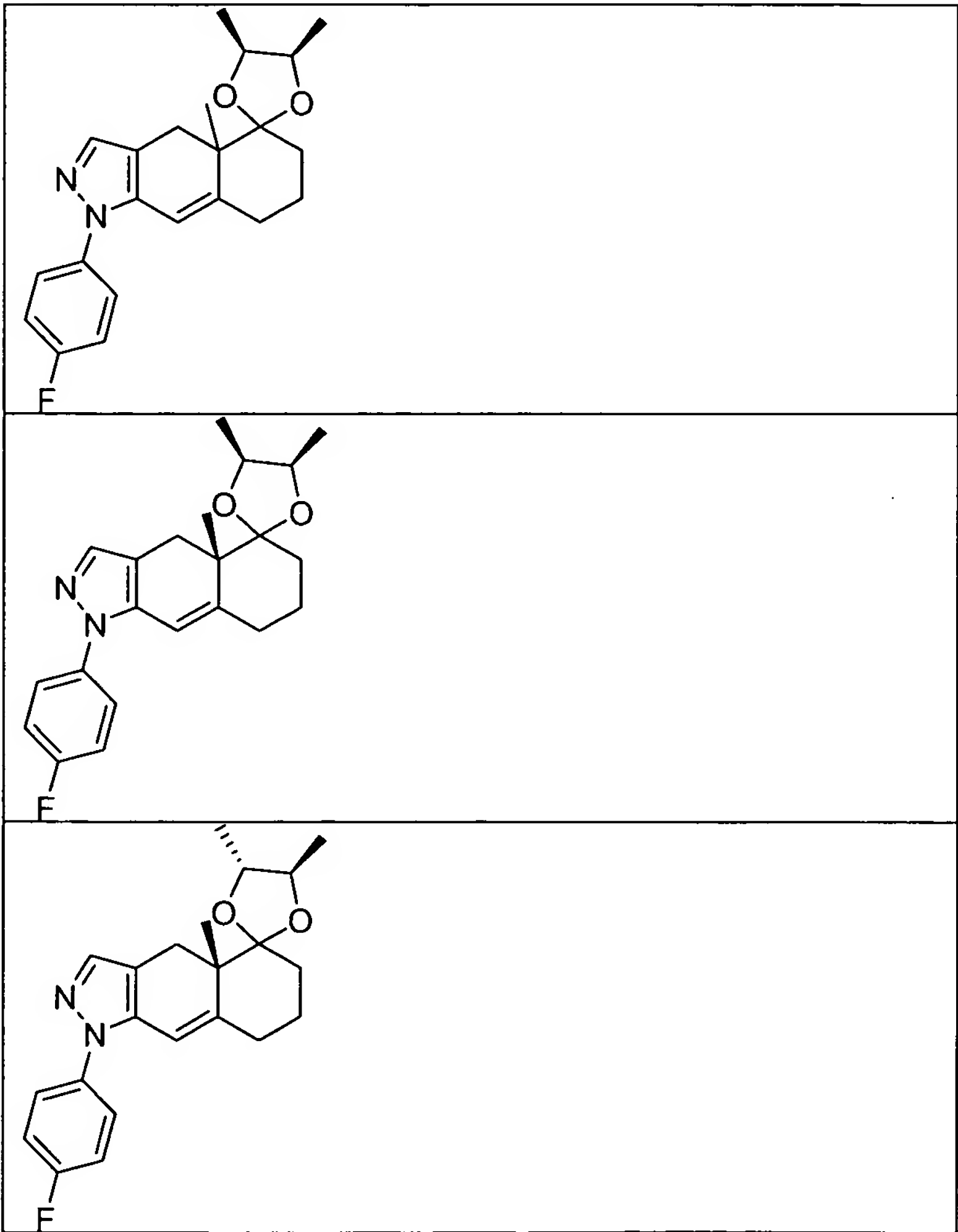
vii)

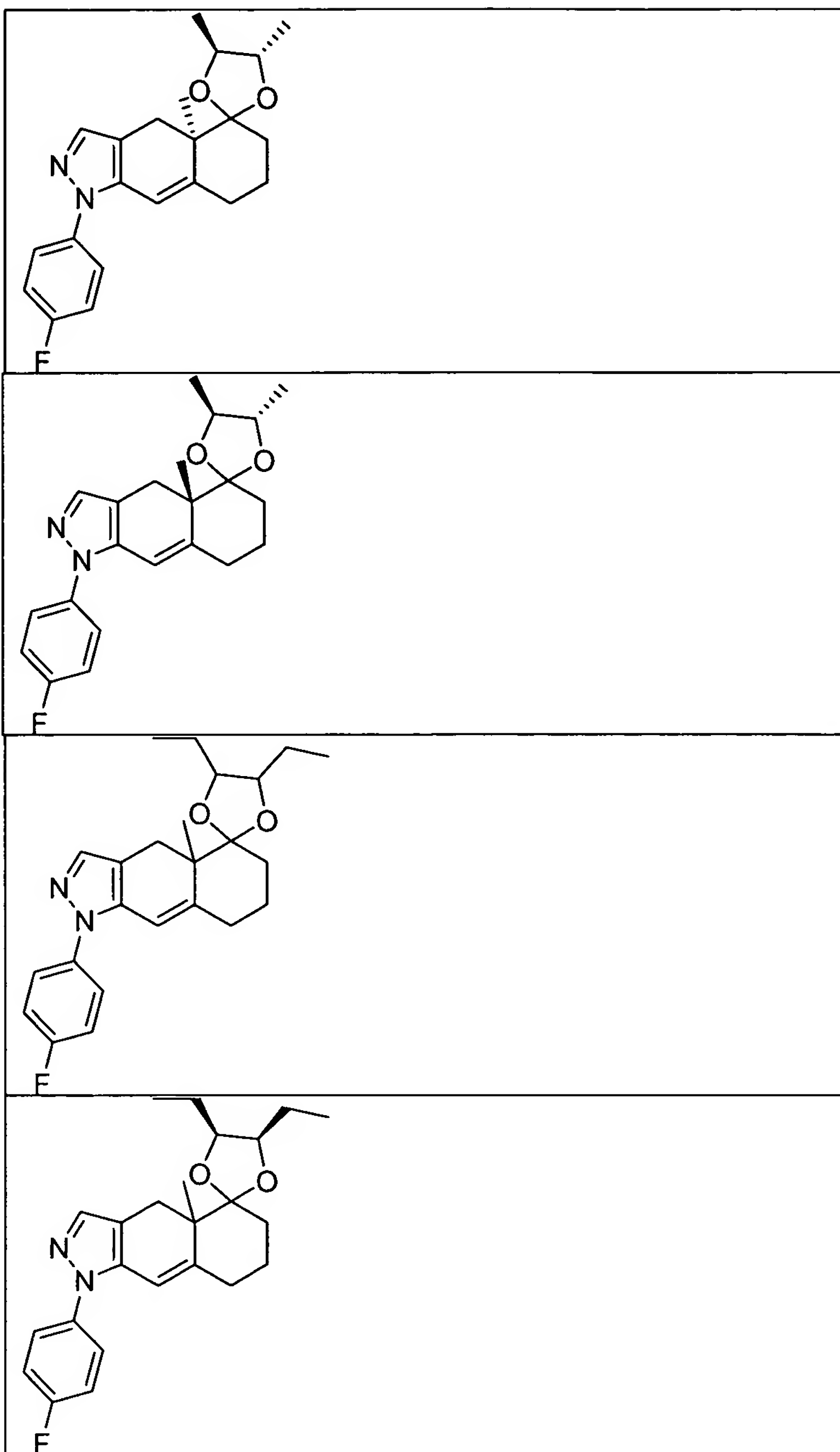


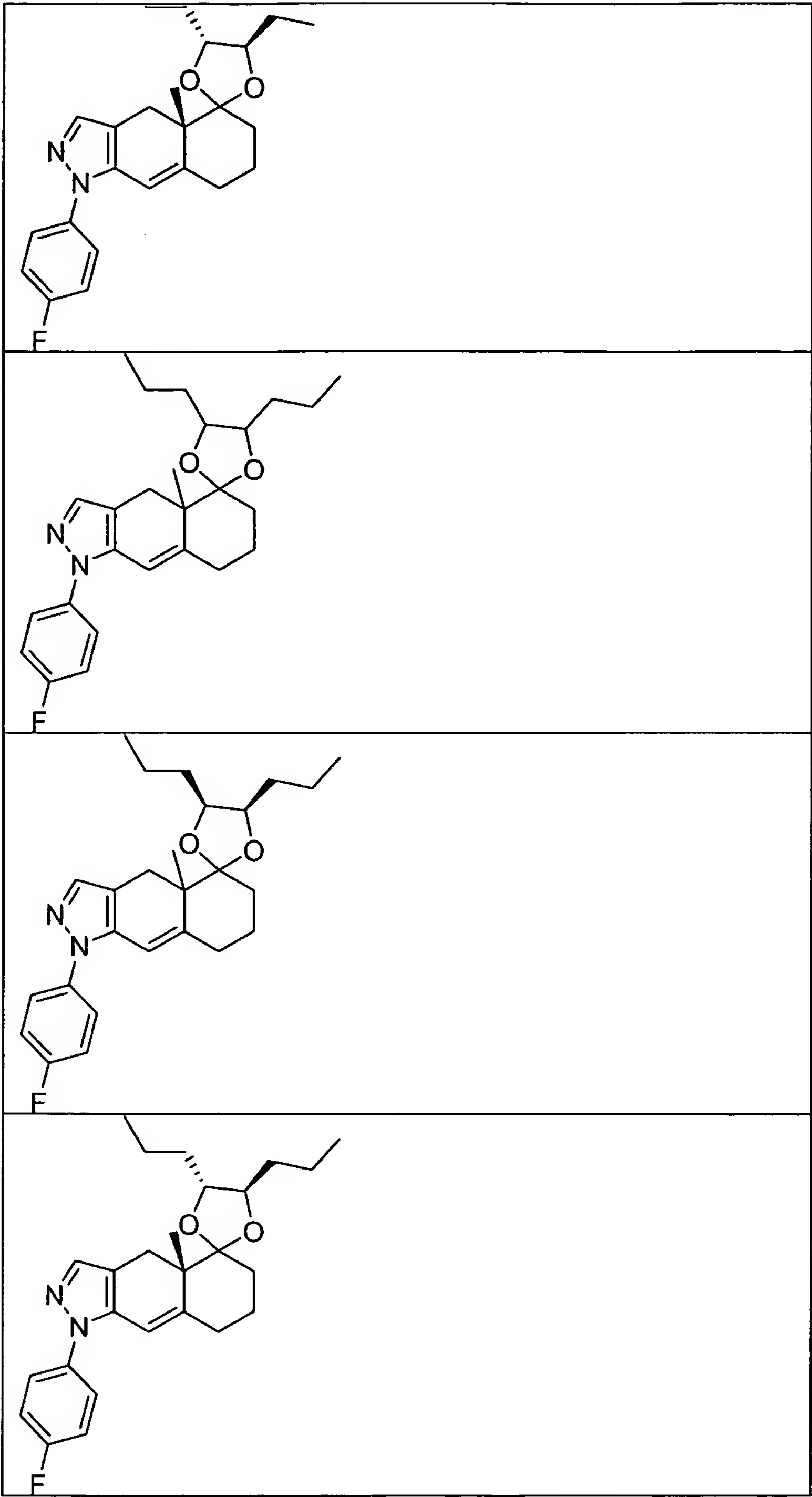
C <sub>1</sub>	D <sub>1</sub>	A <sub>1</sub>	B <sub>1</sub>
C(O)	NCH <sub>3</sub>	C(O)	NH
NCH <sub>2</sub> Ph	C(O)	NCH <sub>3</sub>	C(O)
NCH <sub>3</sub>	C(O)	NCH <sub>3</sub>	C(O)
NCH <sub>2</sub> CH=C H <sub>2</sub>	C(O)	NCH <sub>3</sub>	C(O)
C(O)	NCH <sub>3</sub>	C(O)	NCH <sub>2</sub> Ph
C(O)	NCH <sub>3</sub>	C(O)	NCH <sub>3</sub>
C(O)	NCH <sub>3</sub>	C(O)	NCH <sub>2</sub> CH=C H <sub>2</sub>
C(O)	NCH <sub>3</sub>	C(O)	NH
N(CH <sub>2</sub> ) <sub>2</sub> CO <sub>2</sub> H	C(O)	NCH <sub>2</sub> Ph	C(O)
NH	C(O)	N(CH <sub>2</sub> ) <sub>2</sub> CO <sub>2</sub> H	C(O)
NH	C(O)	N(CH <sub>2</sub> ) <sub>2</sub> 	C(O)
C(O)	NCH <sub>3</sub>	C(O)	N(CH <sub>2</sub> ) <sub>2</sub> CO <sub>2</sub> H
C(O)	NCH <sub>3</sub>	C(O)	N(CH <sub>2</sub> ) <sub>2</sub> 
NCH <sub>2</sub> CH=C H <sub>2</sub>	C(O)	NCH <sub>2</sub> CH=C H <sub>2</sub>	C(O)
NCH <sub>2</sub> Ph	C(O)	NCH <sub>2</sub> Ph	C(O)
NH	C(S)	NCH <sub>2</sub> Ph	C(O)

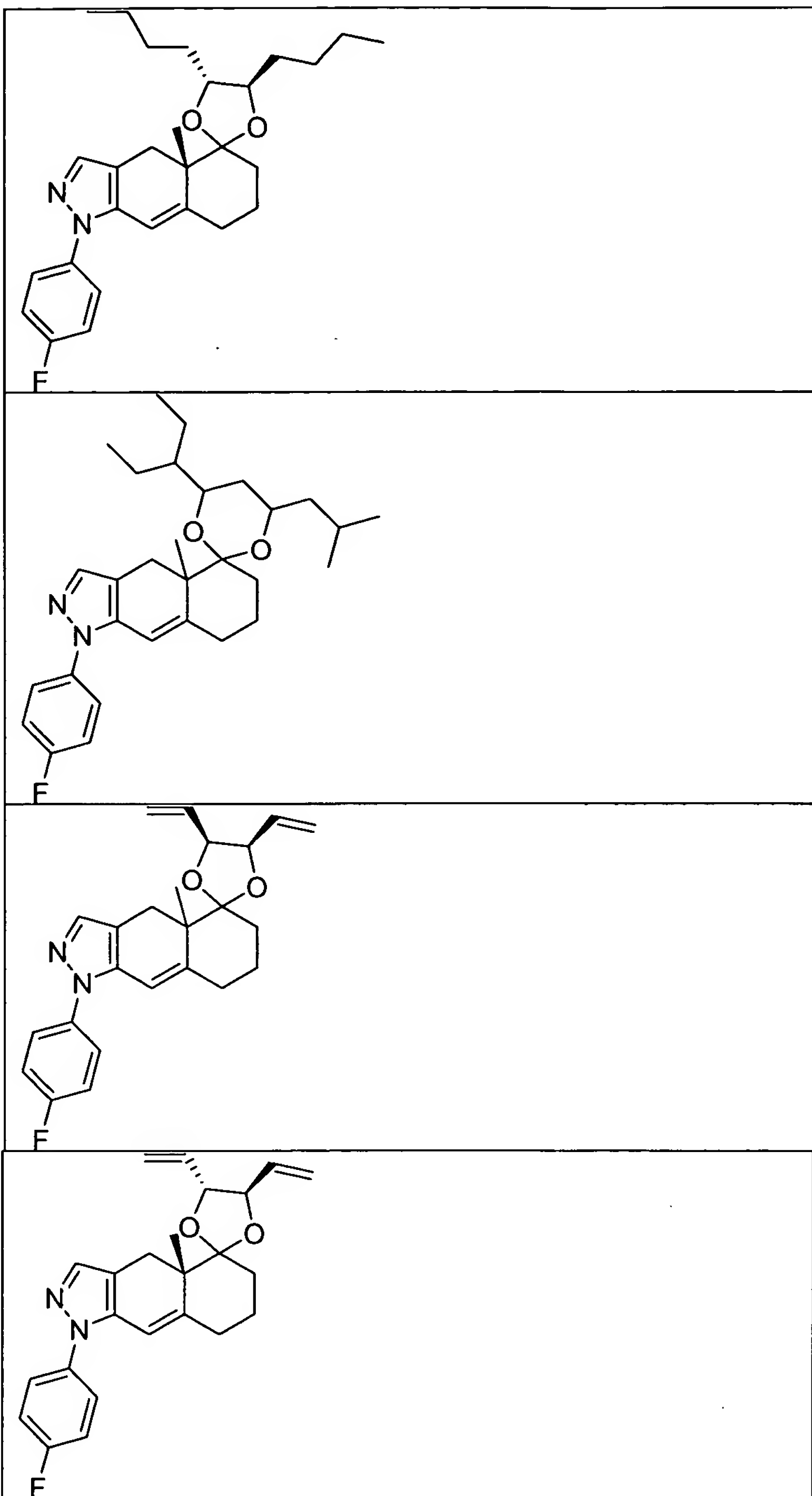
NH	C(S)	NH	C(O)
NH	C(S)	NCH <sub>2</sub> CH=C H <sub>2</sub>	C(O)
NH	C(S)	NCH <sub>3</sub>	C(O)
NH	CH <sub>2</sub>	NCH <sub>2</sub> Ph	C(O)
NH	CH <sub>2</sub>	NH	C(O)
C(O)	NCH <sub>3</sub>	CH <sub>2</sub>	NCH <sub>3</sub>
NH	CH <sub>2</sub>	NCH <sub>3</sub>	C(O)

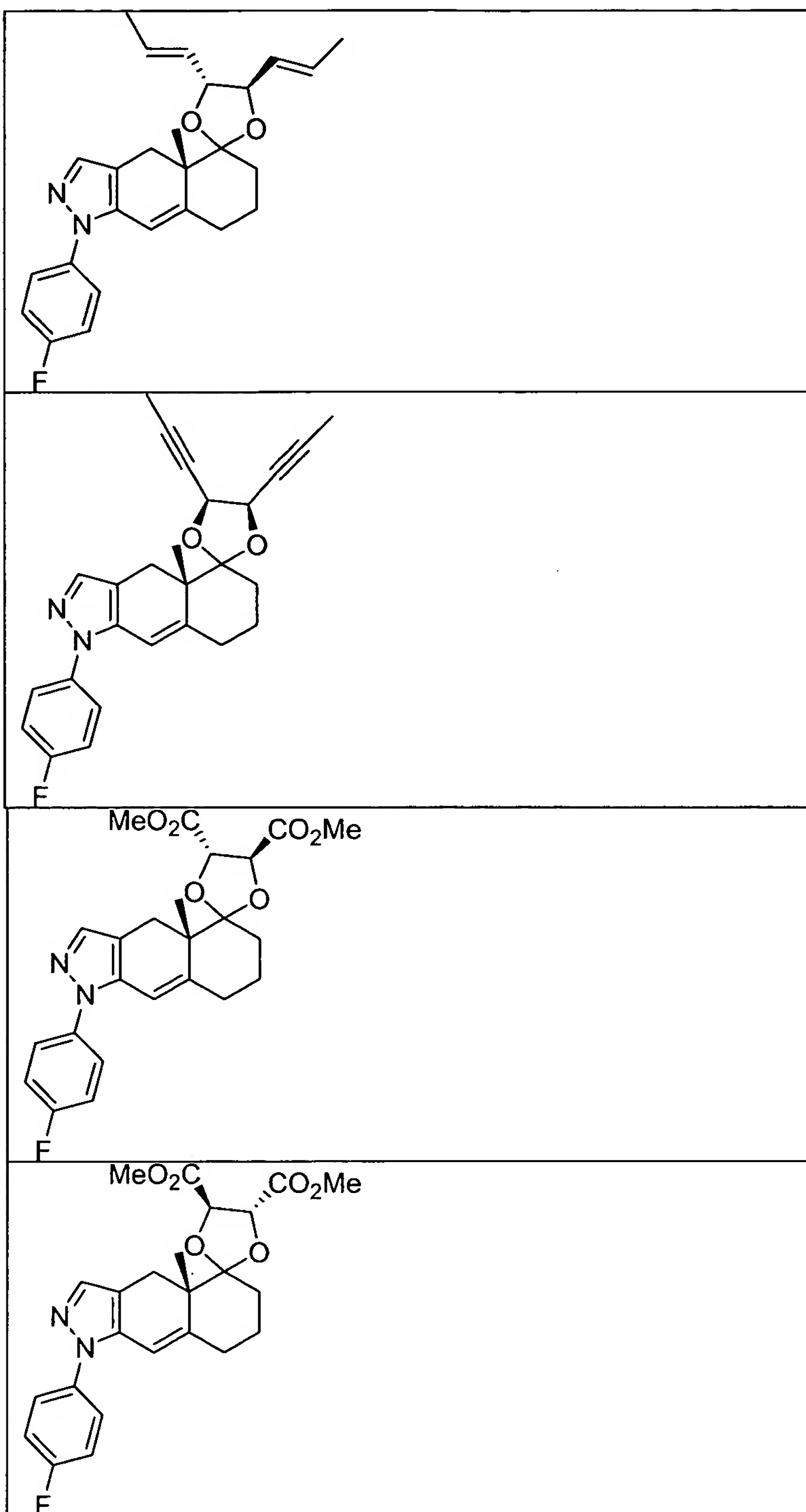
and viii)

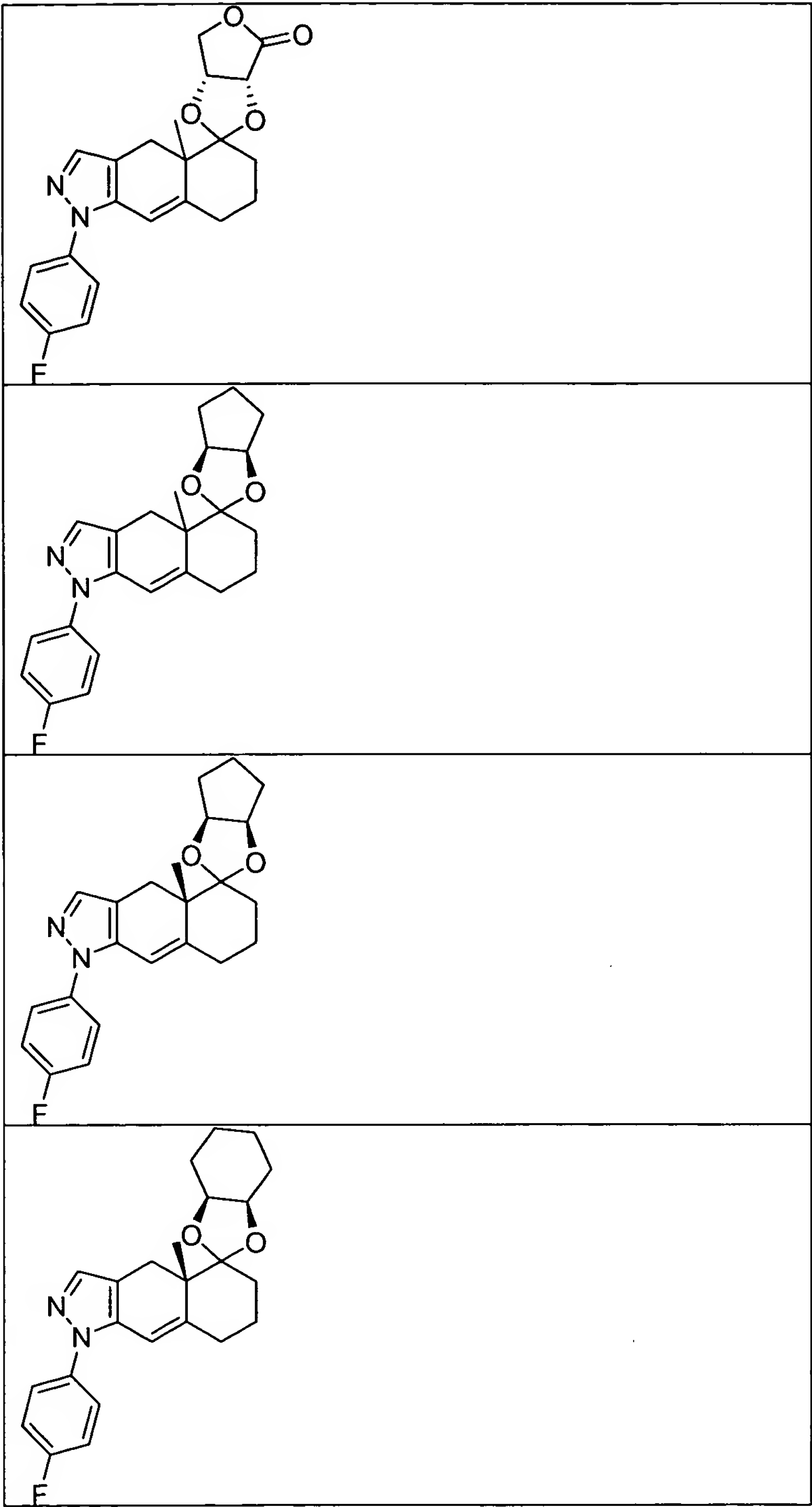


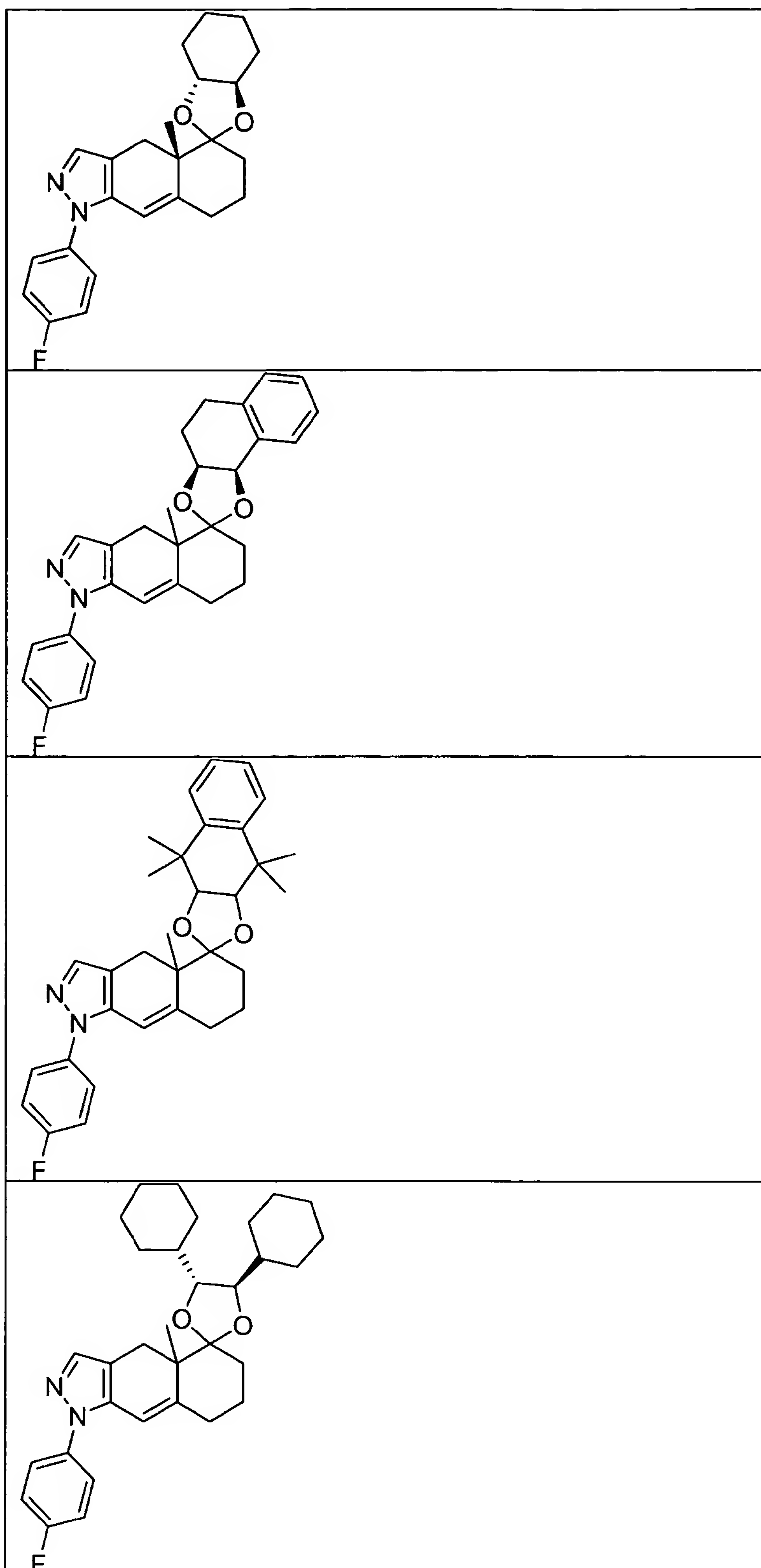


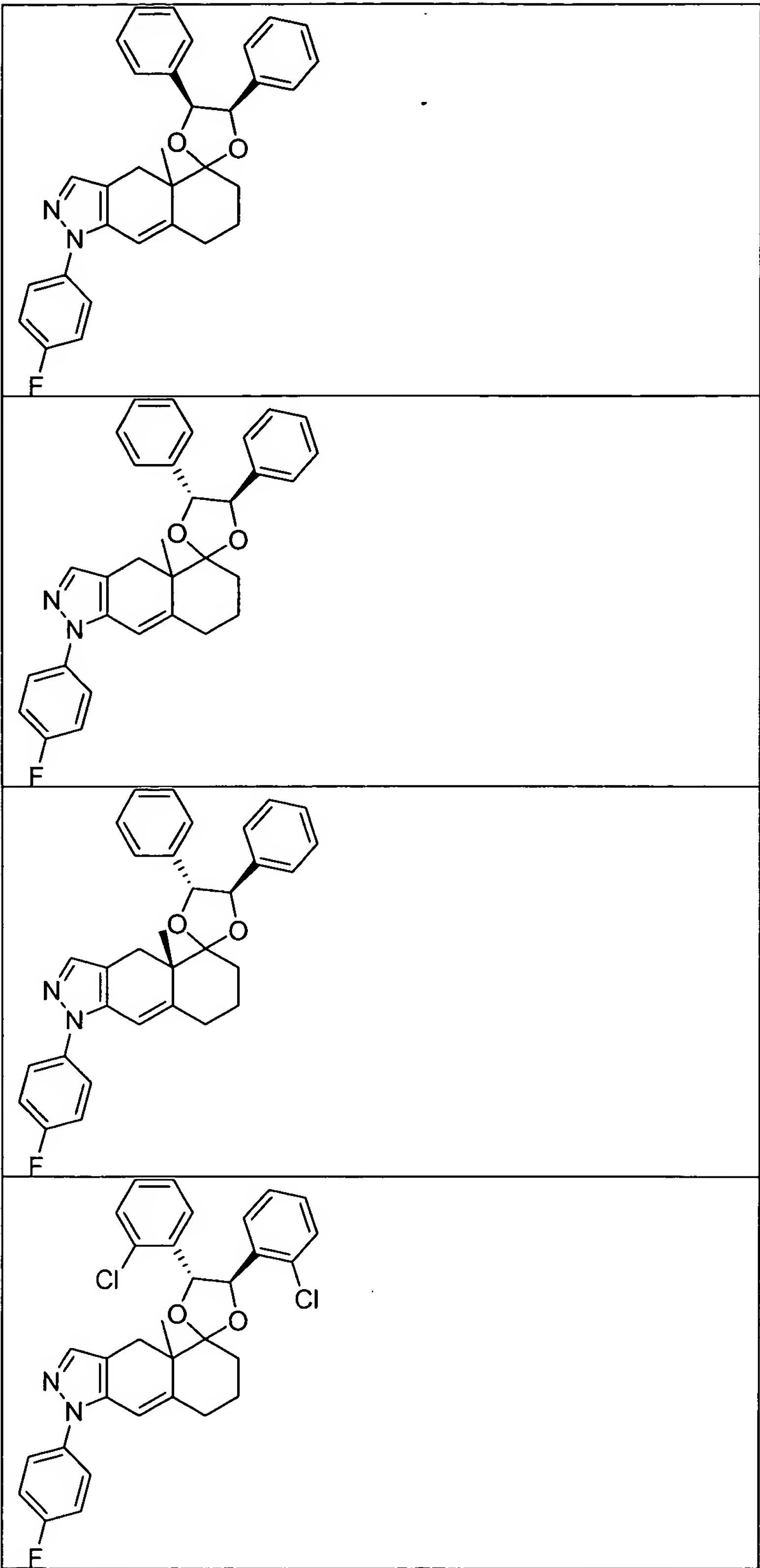


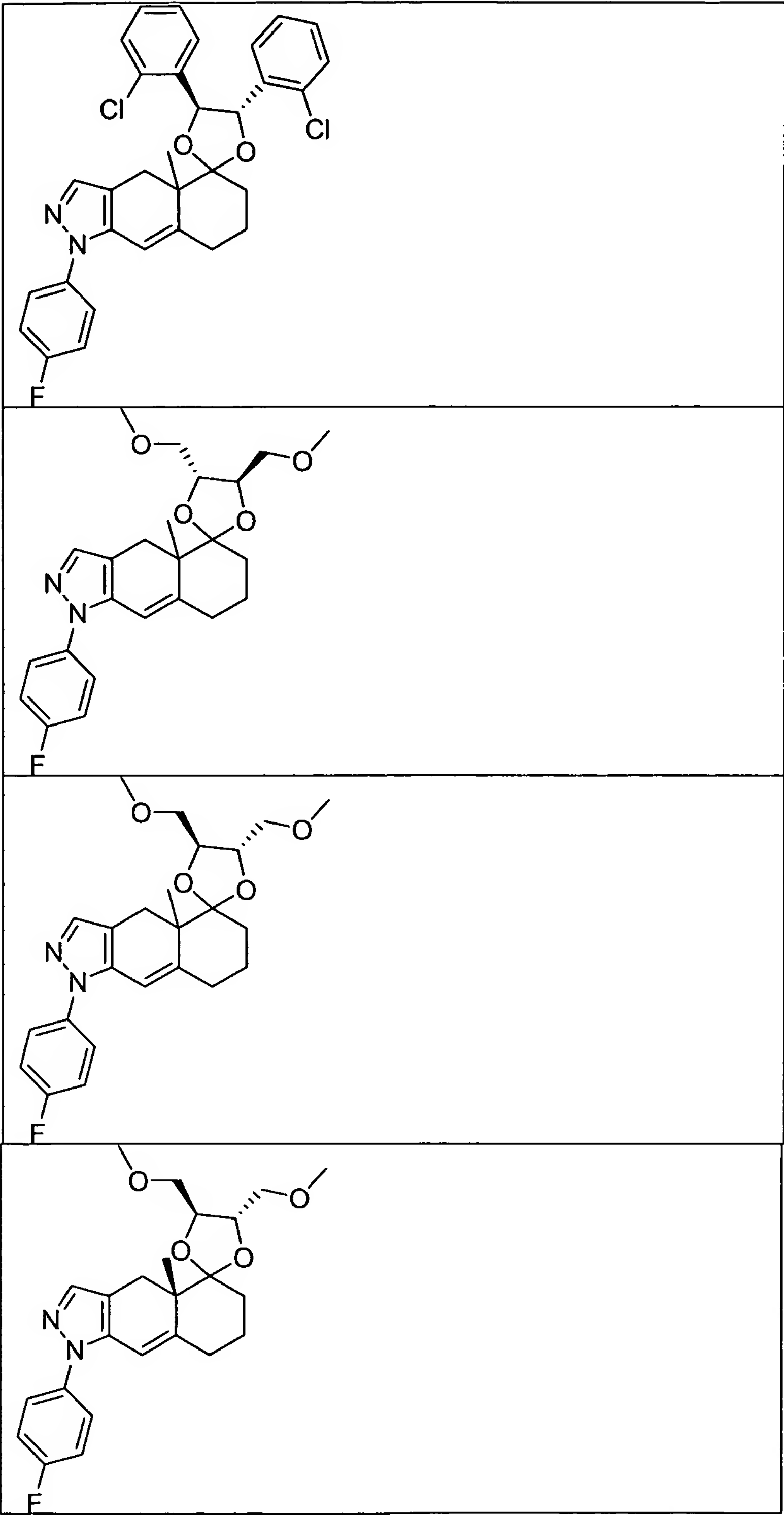


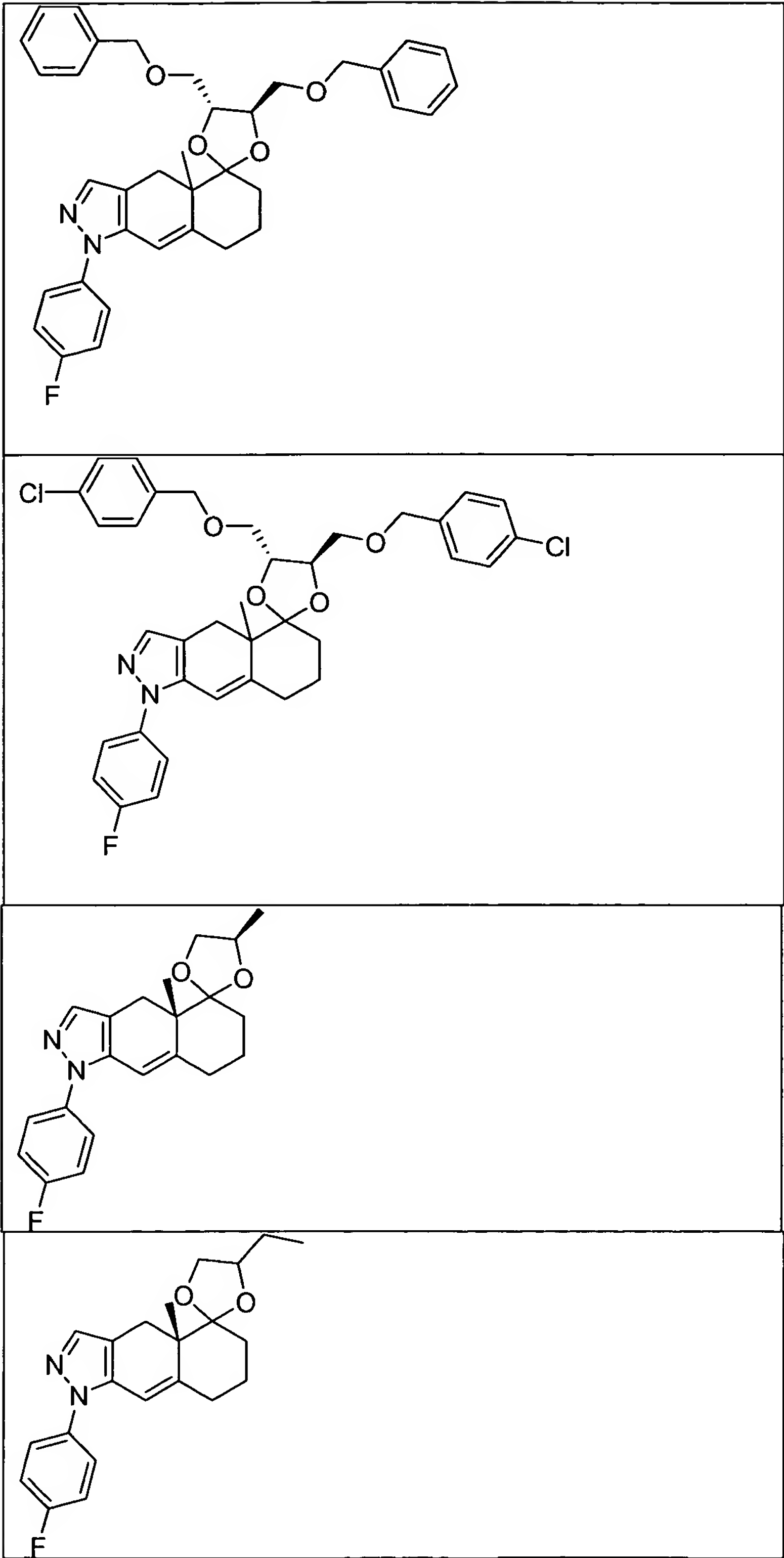


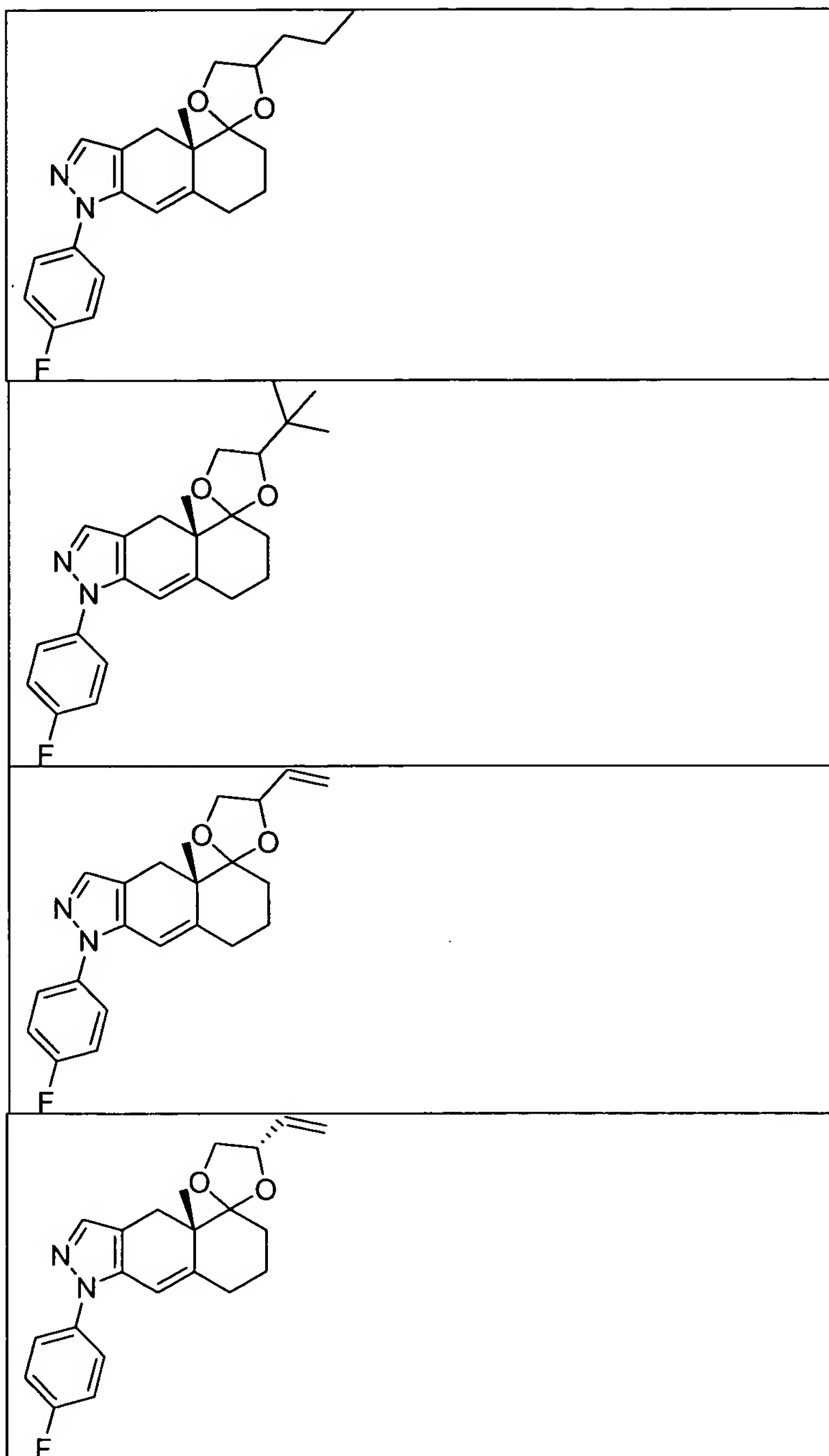


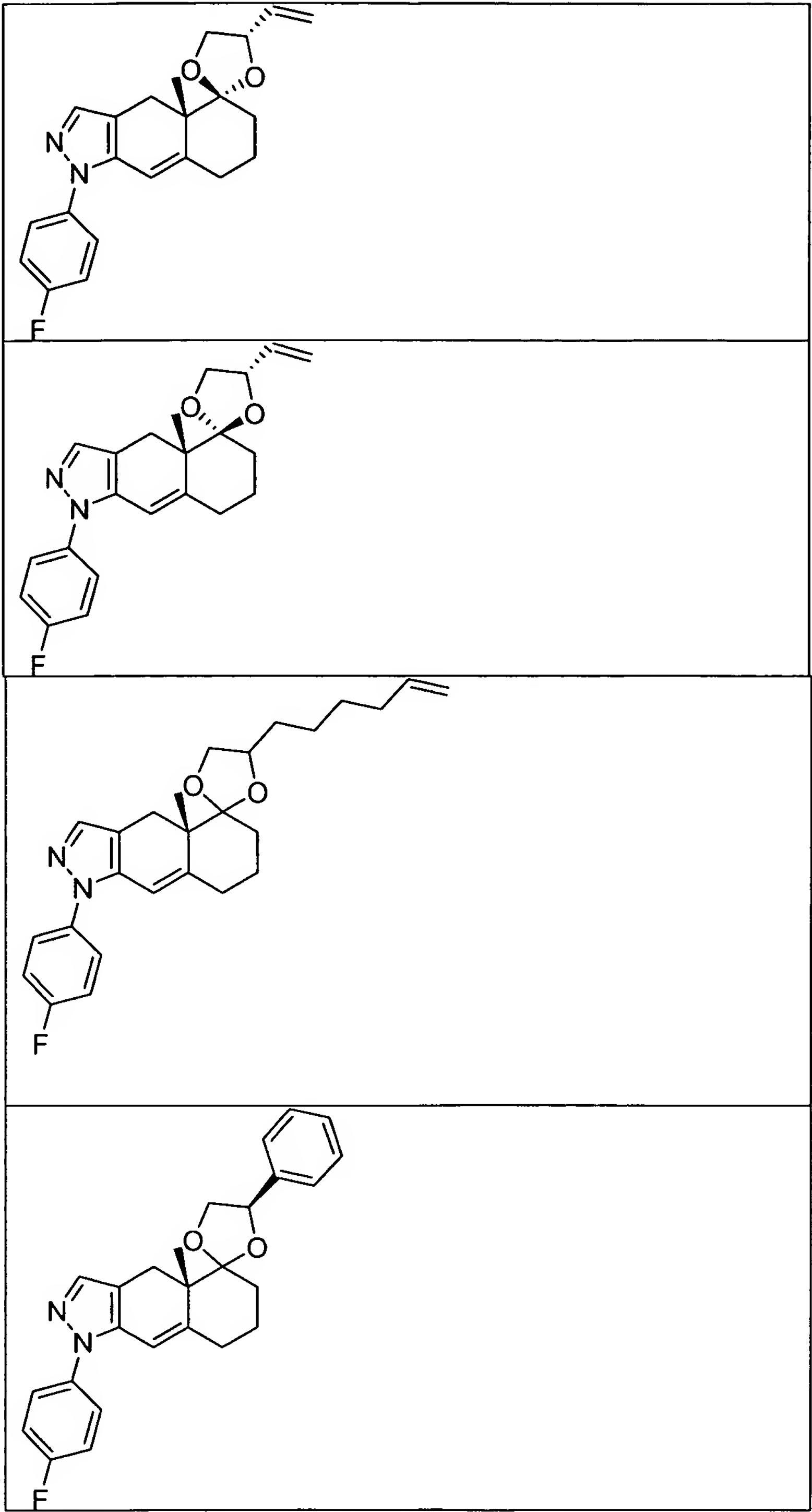


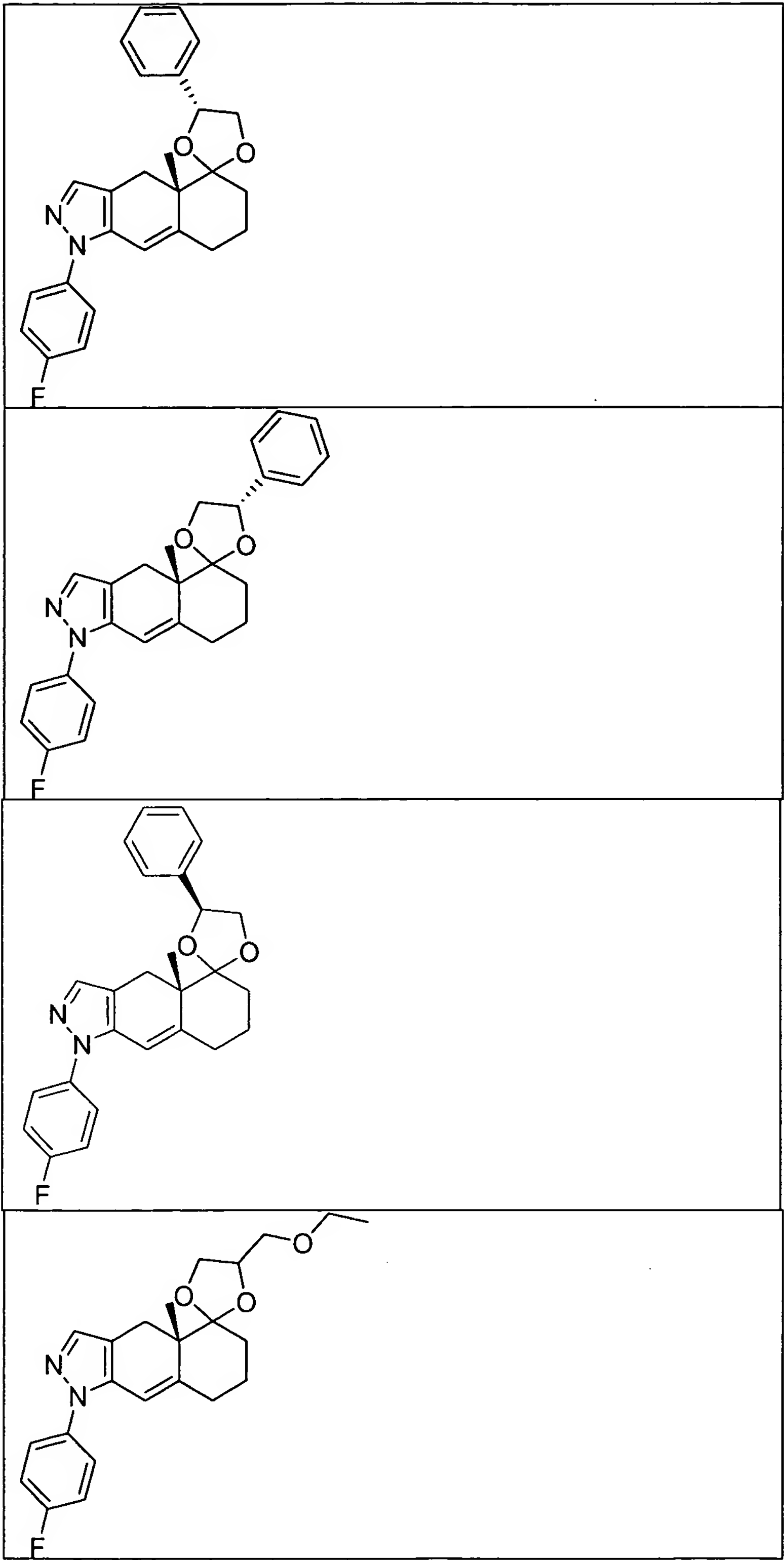


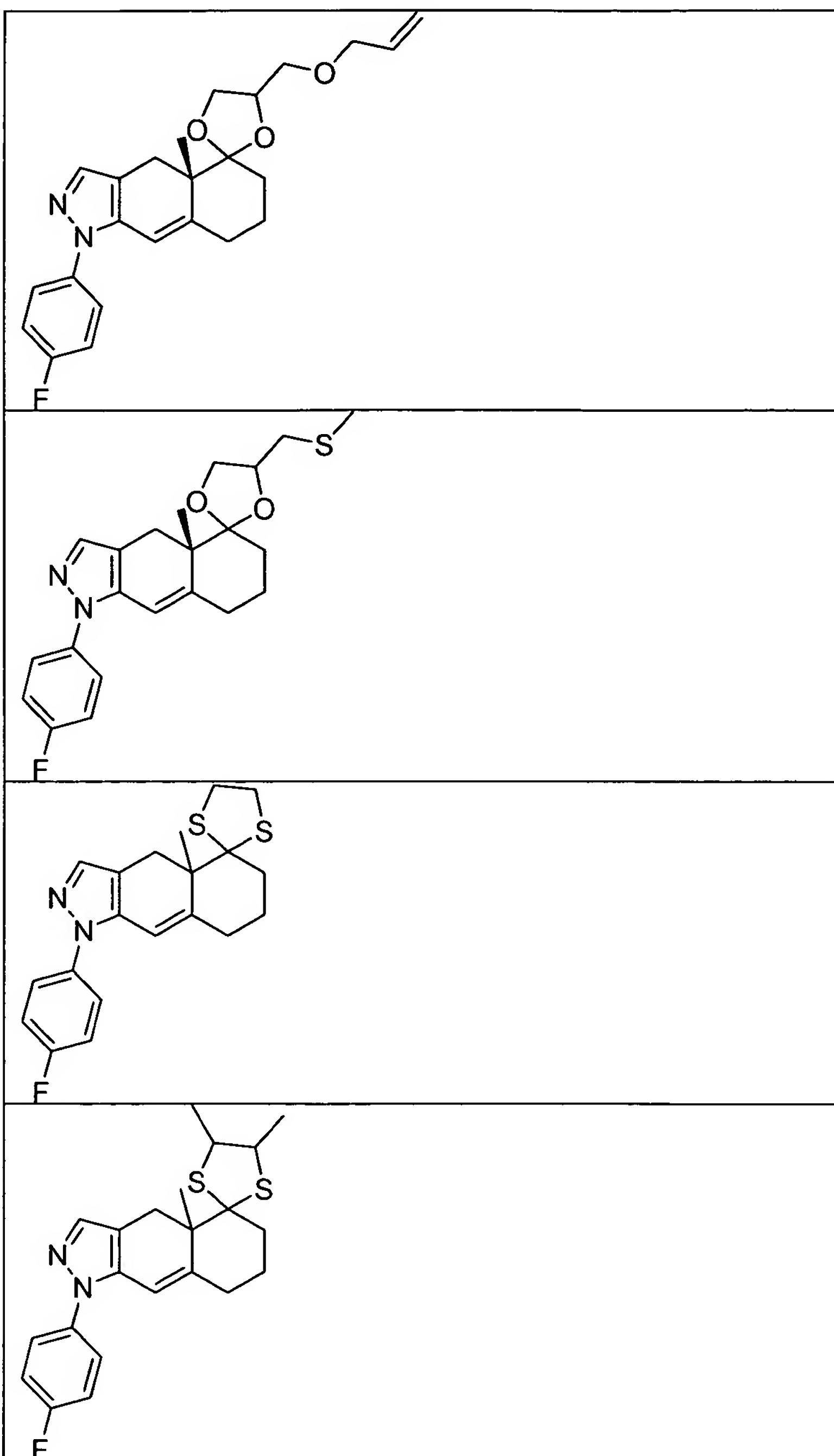


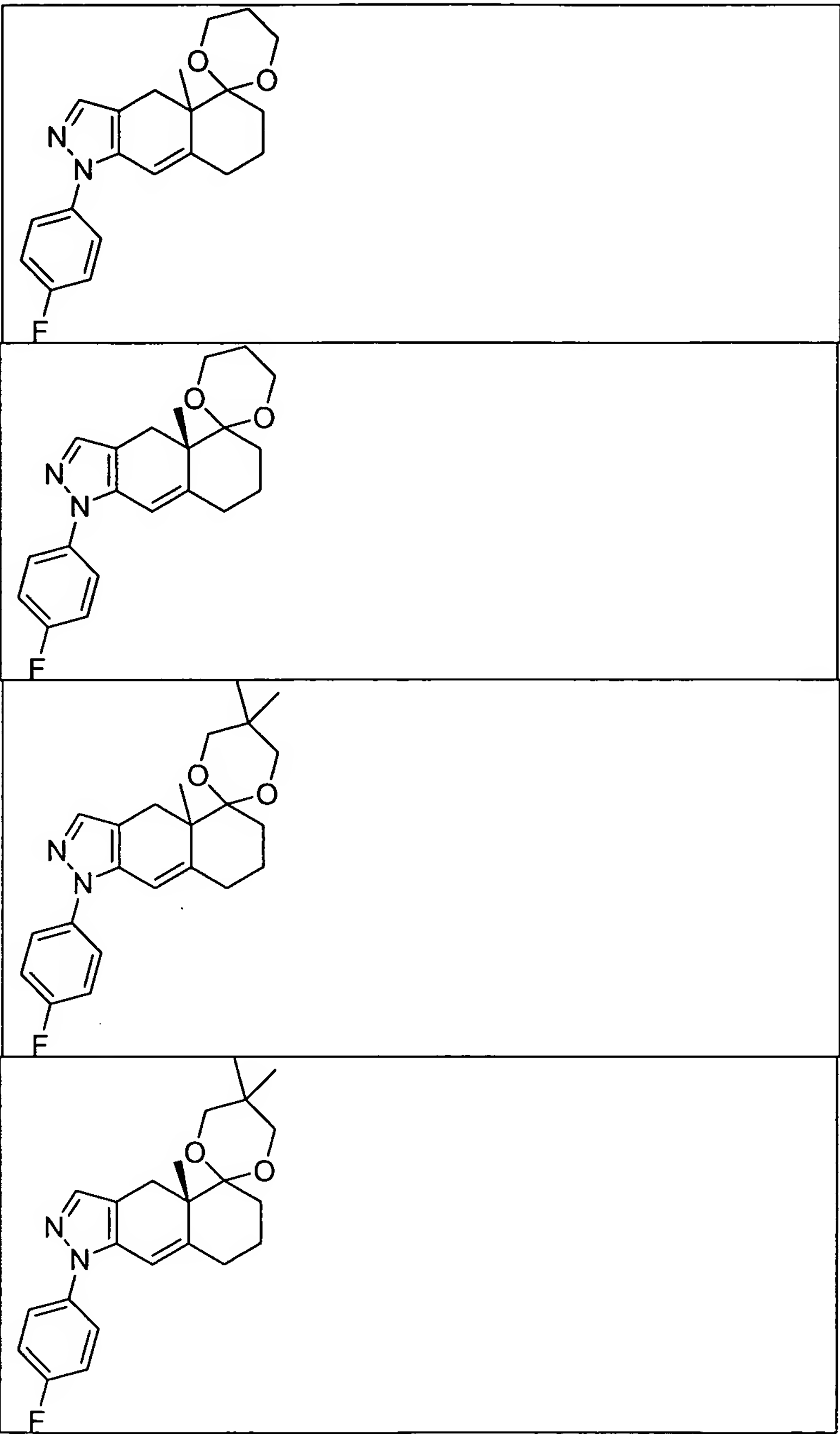


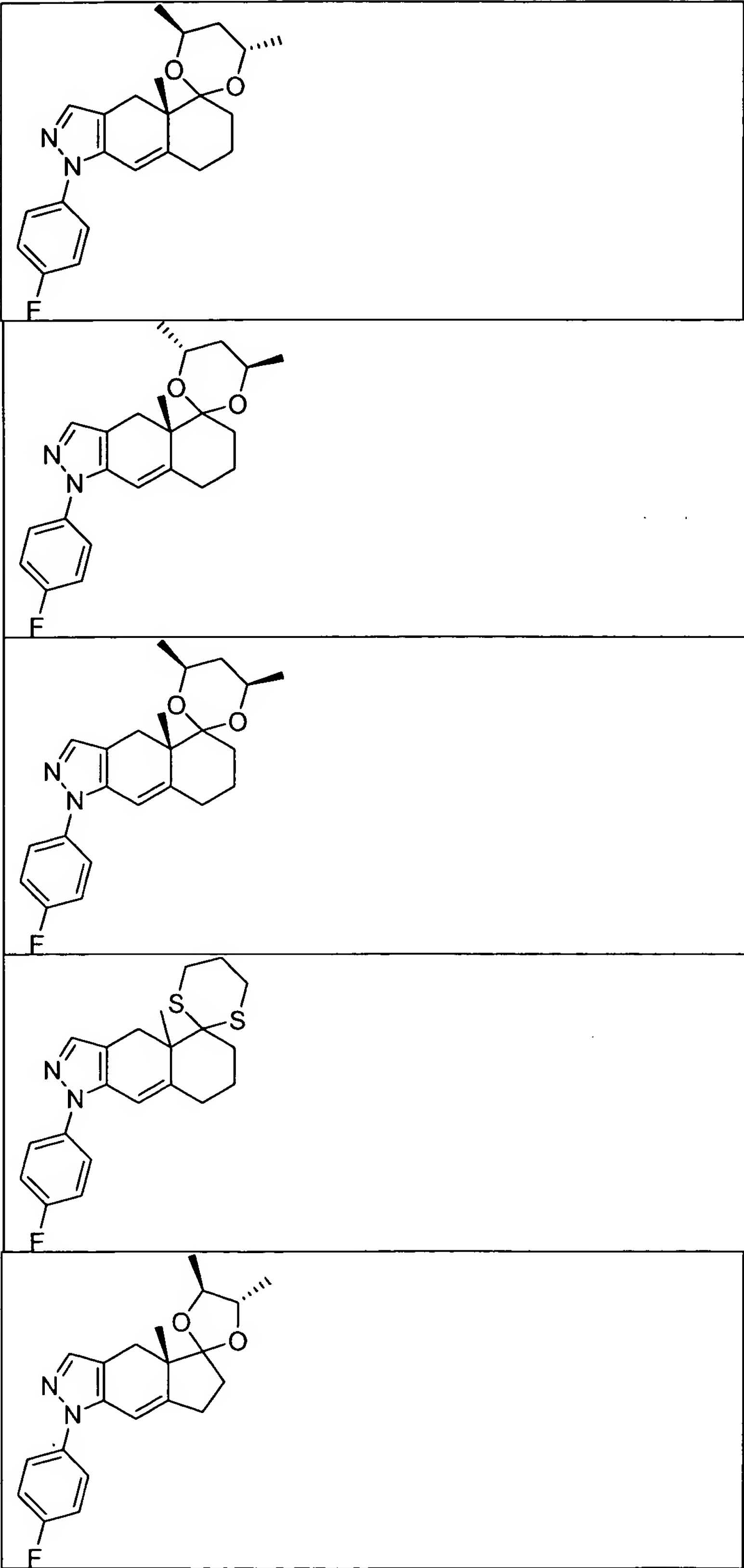


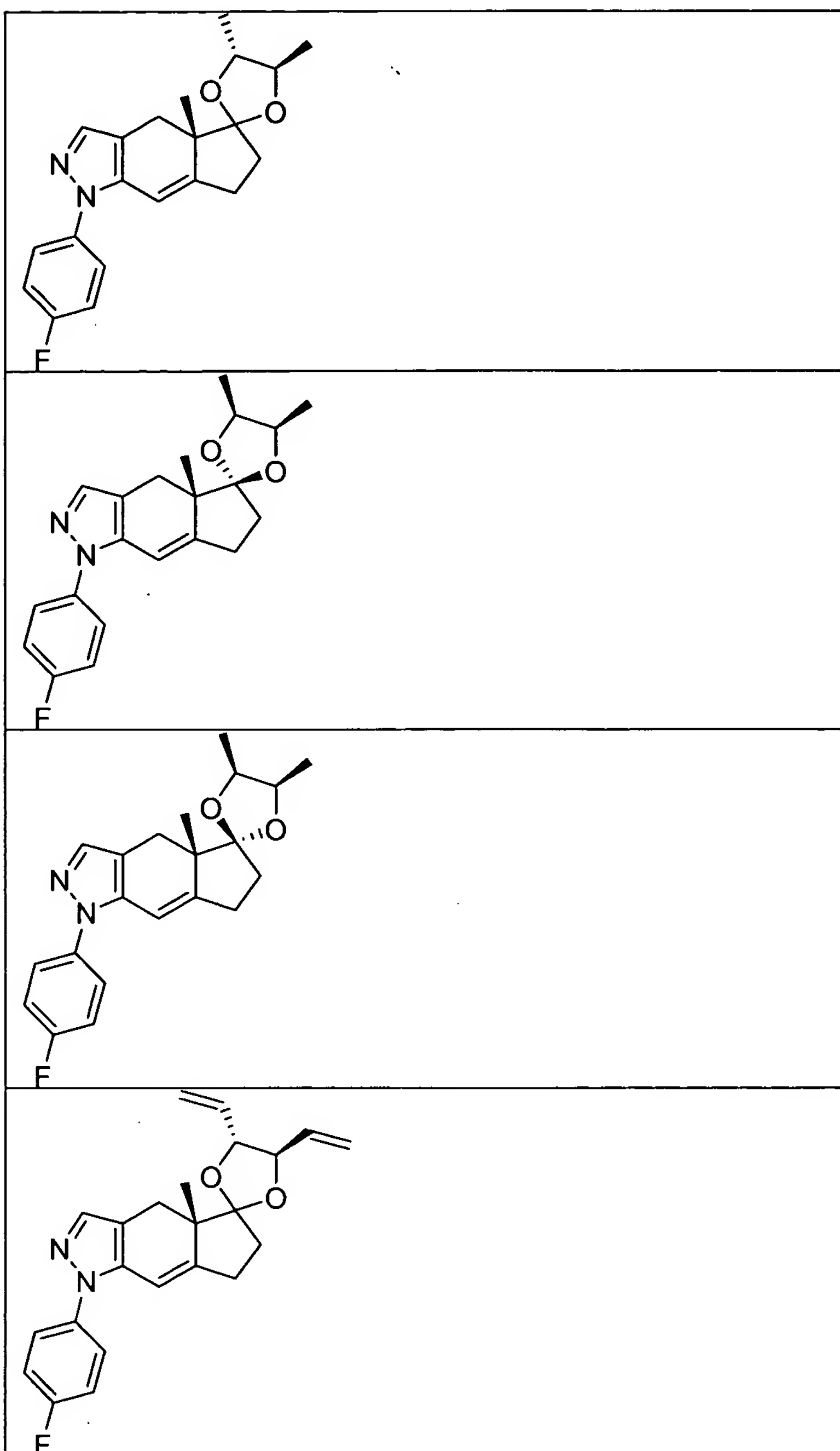


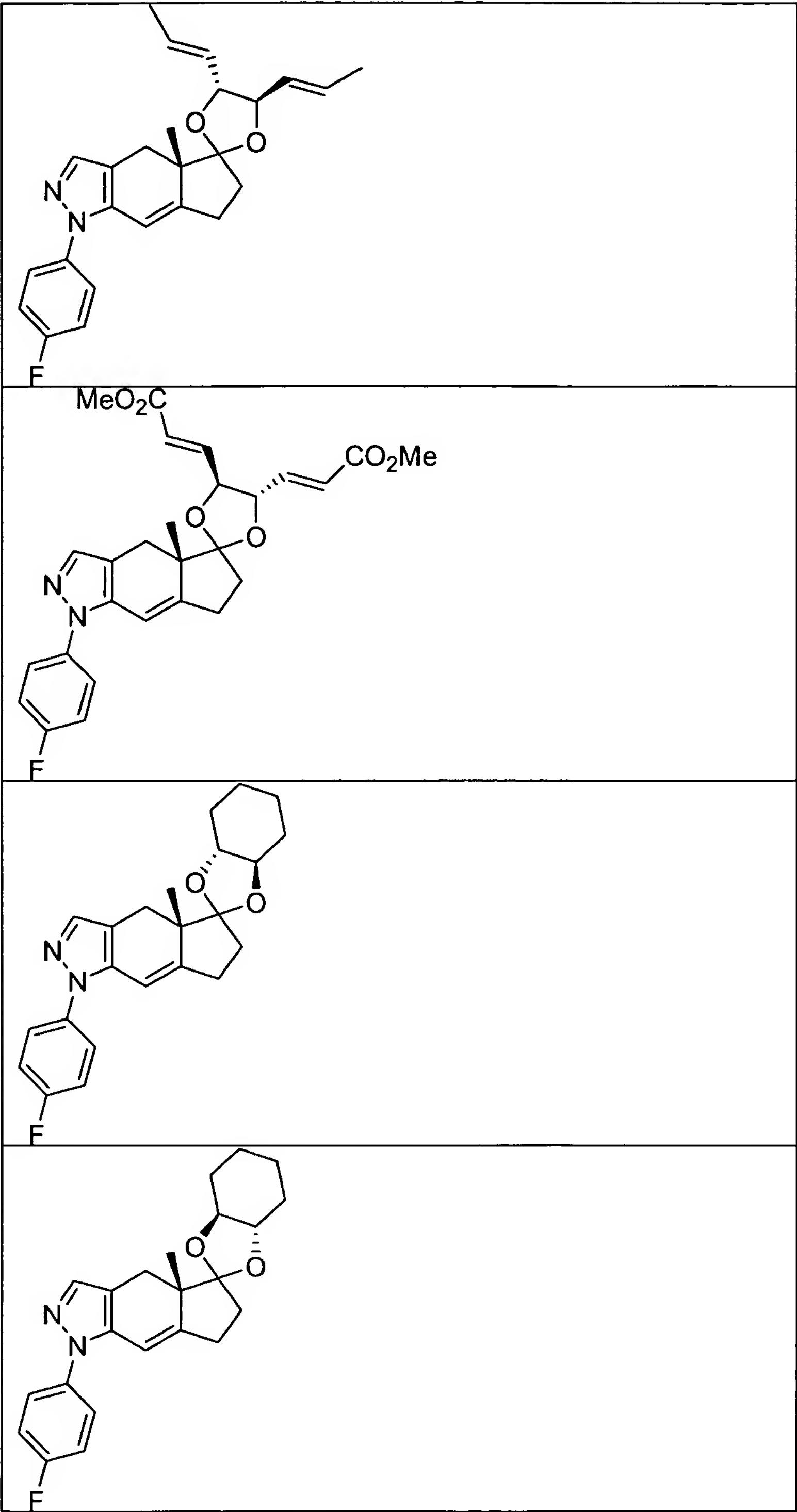


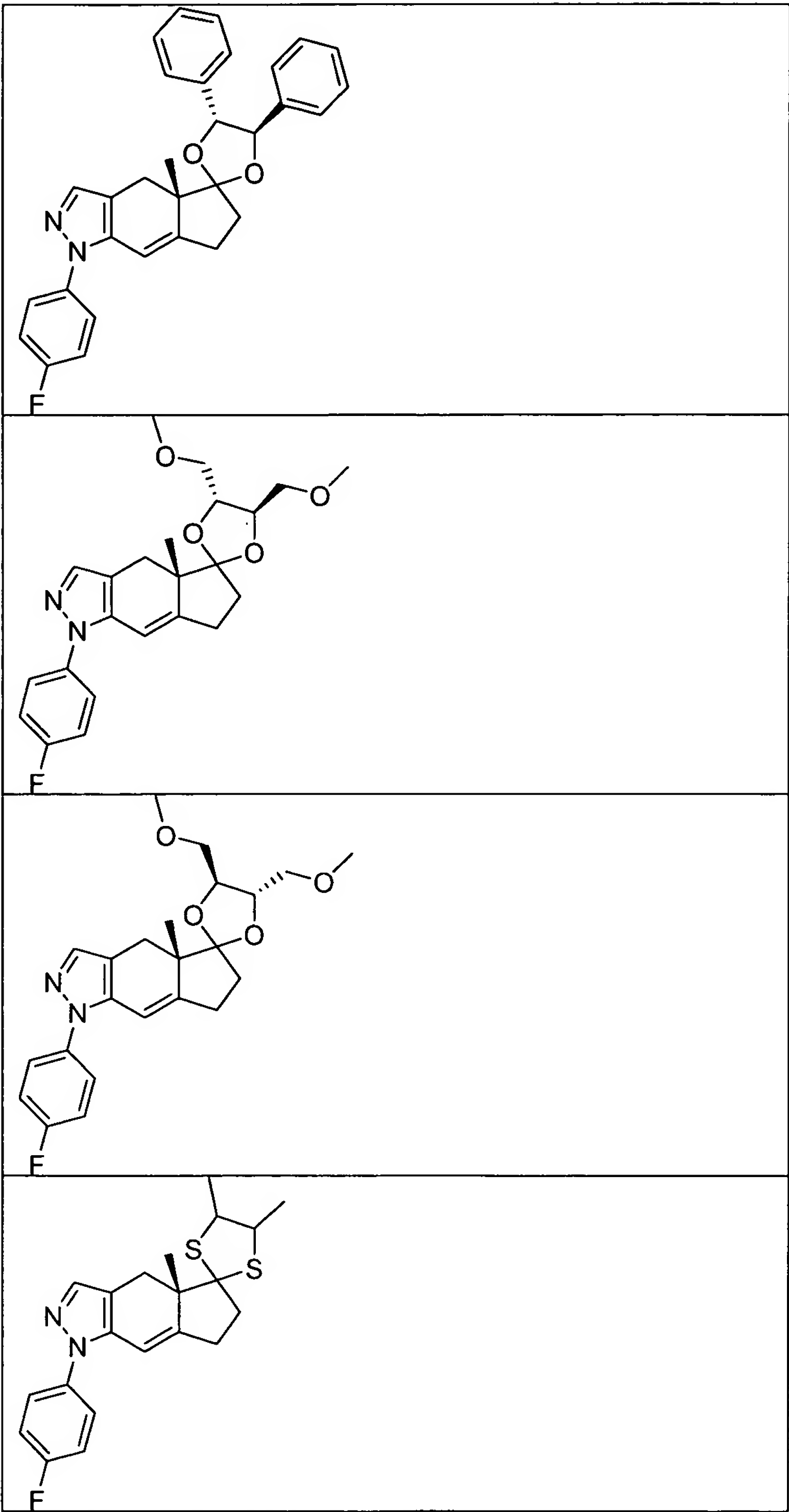


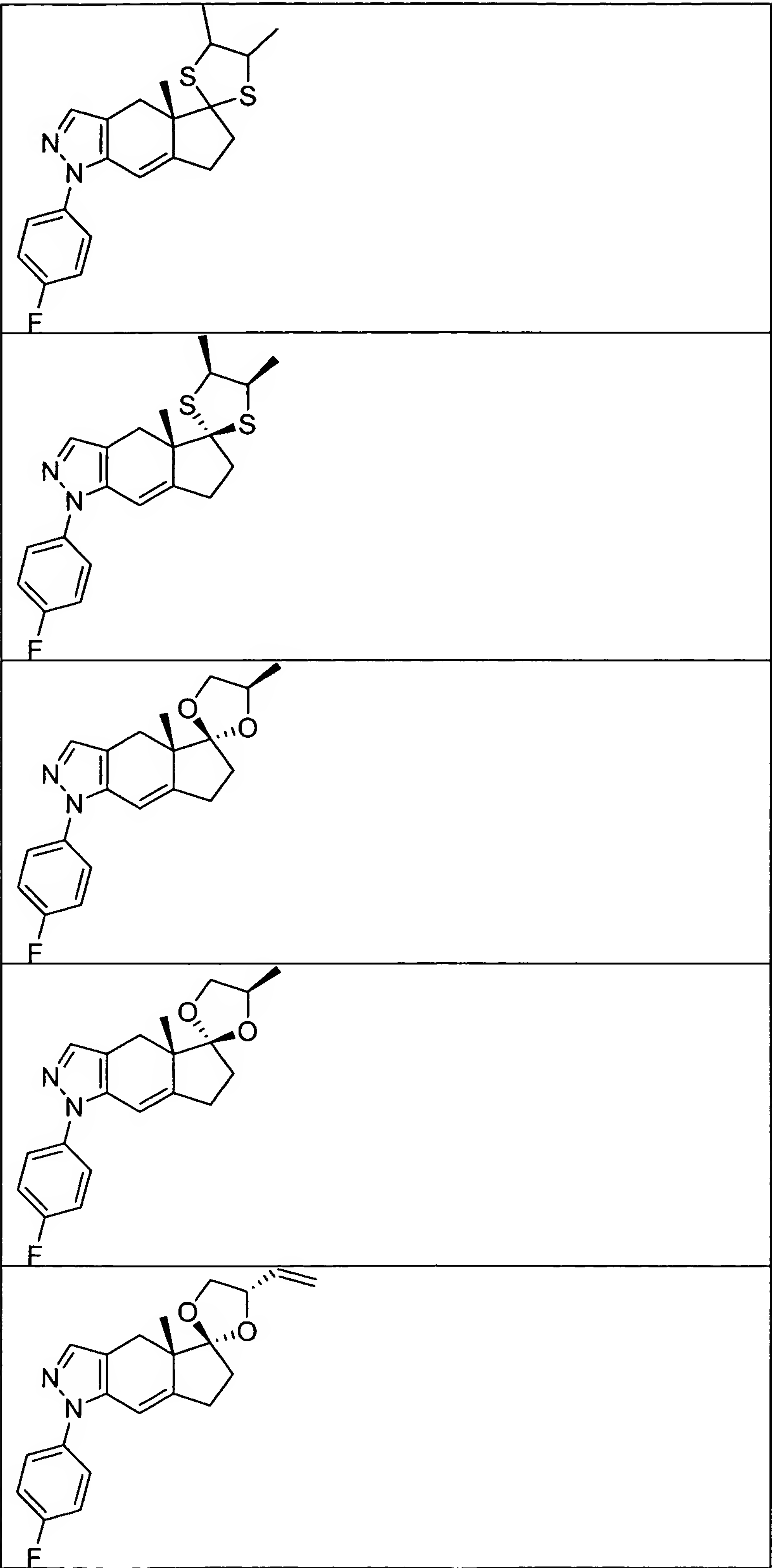


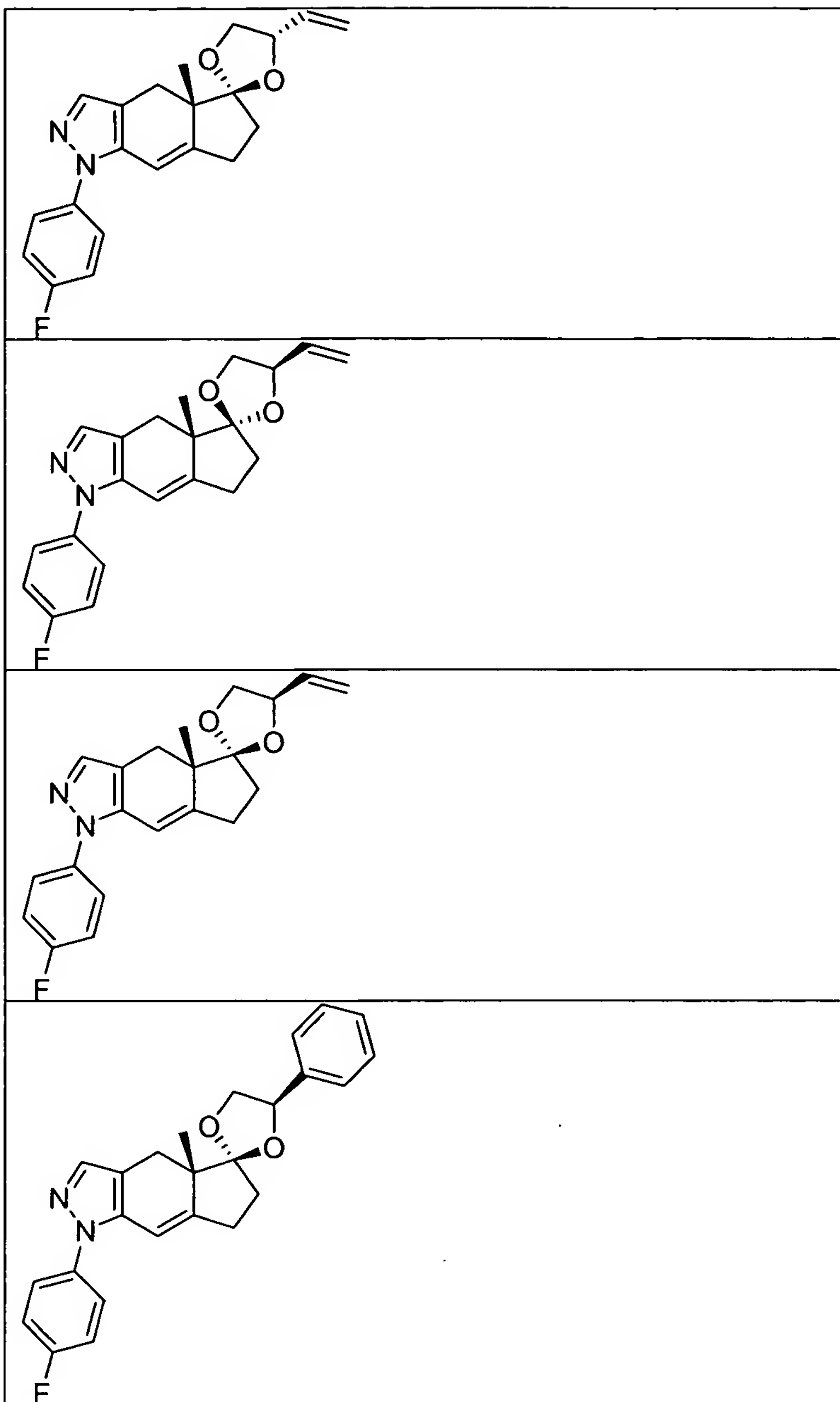


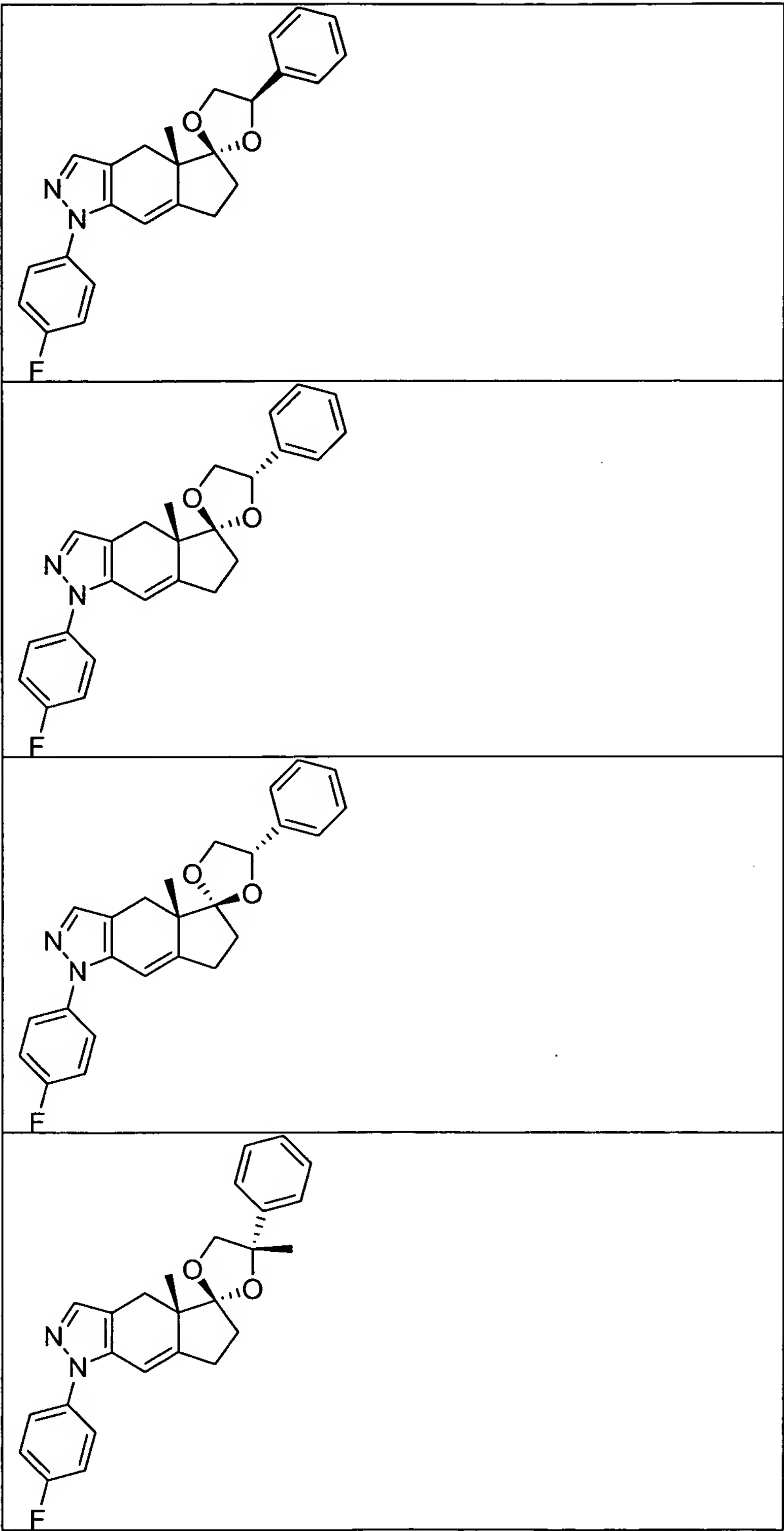


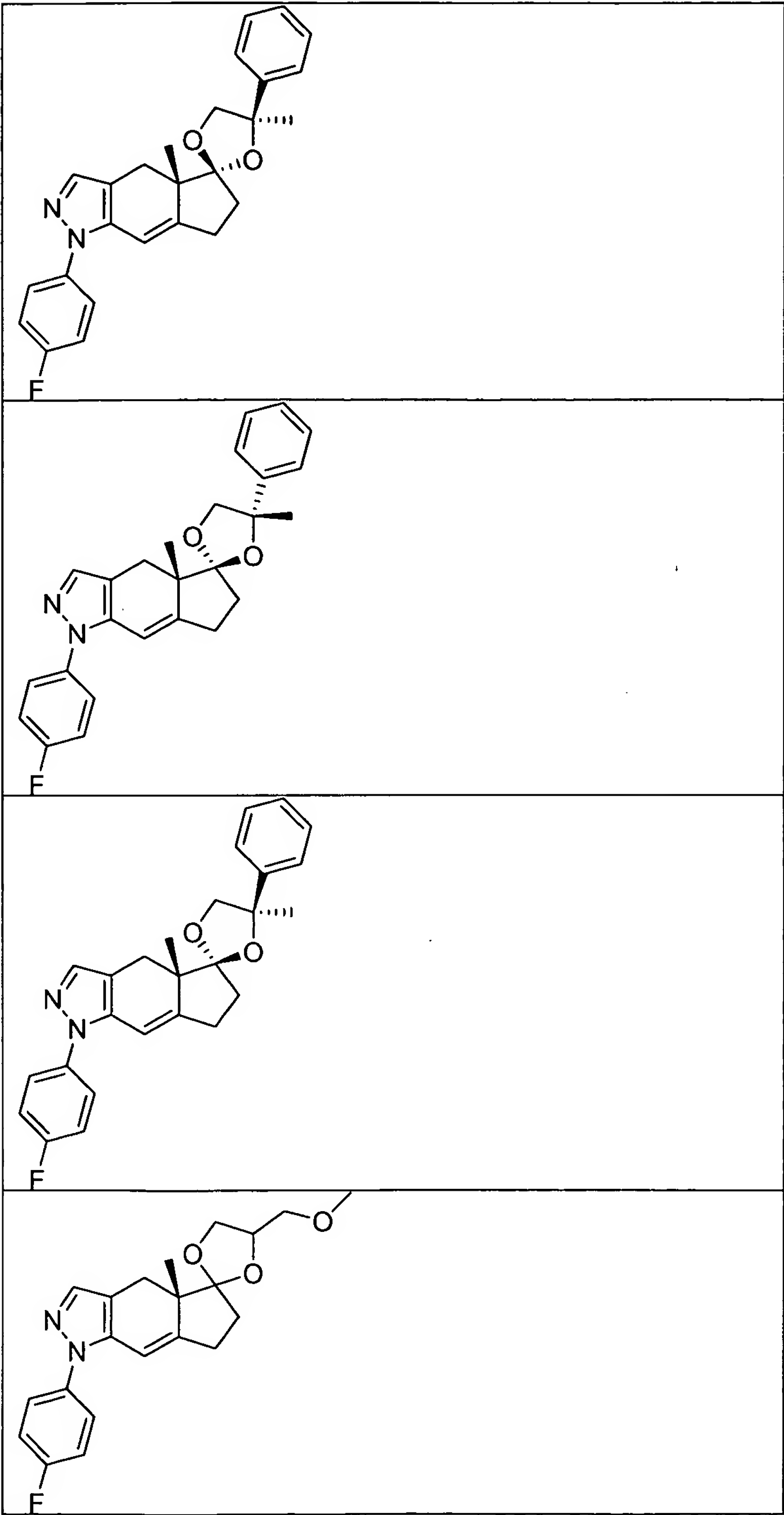


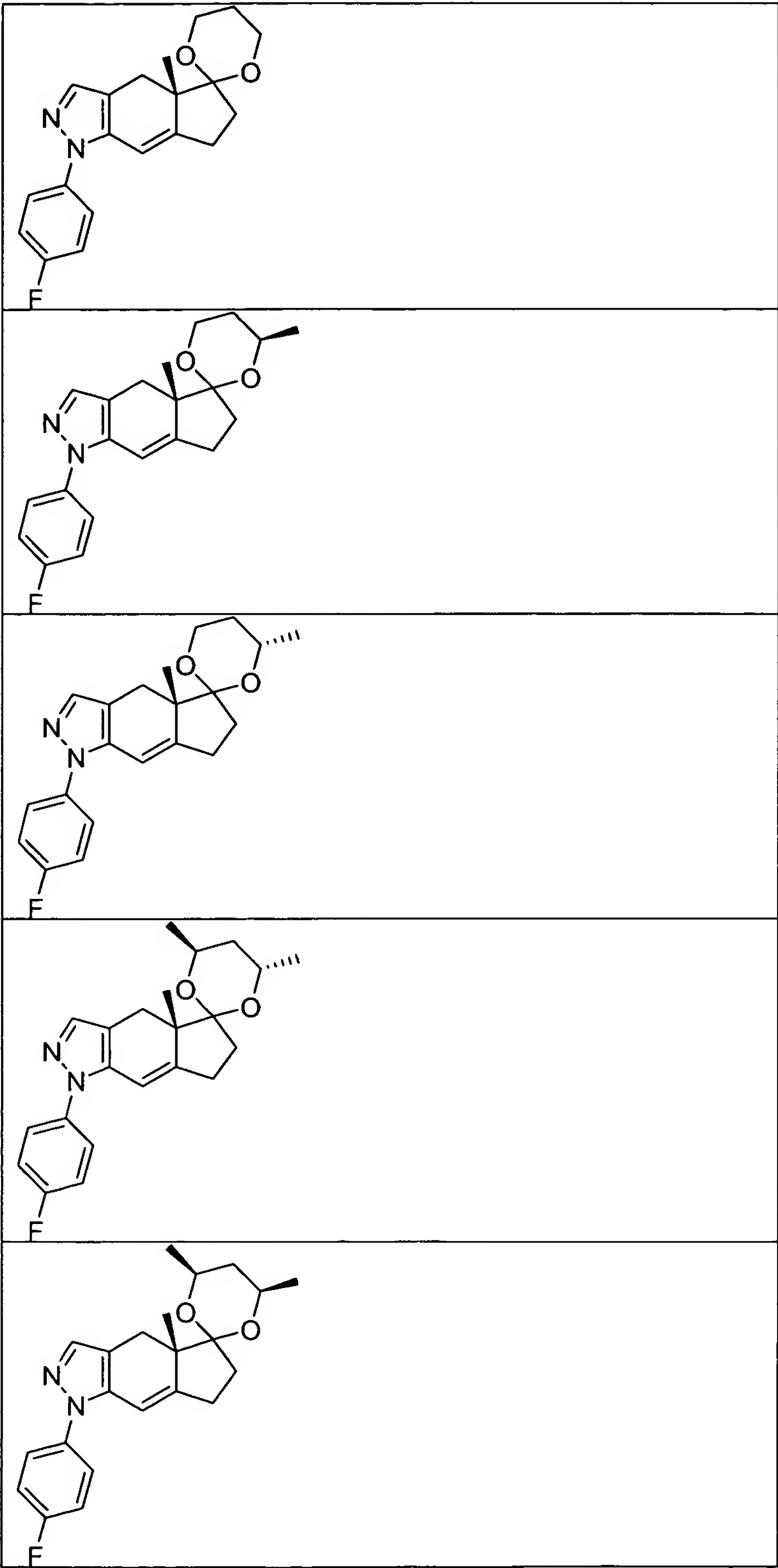


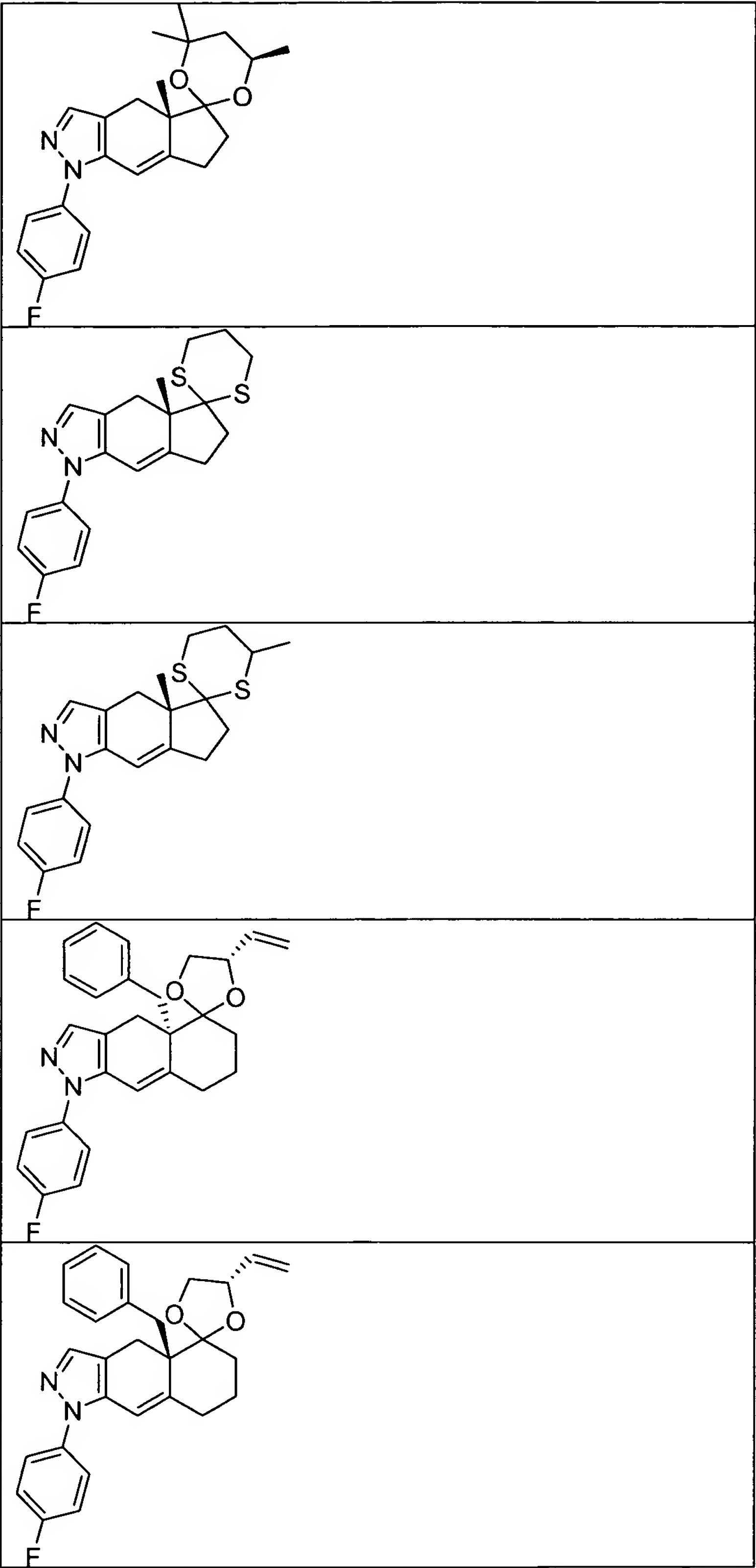


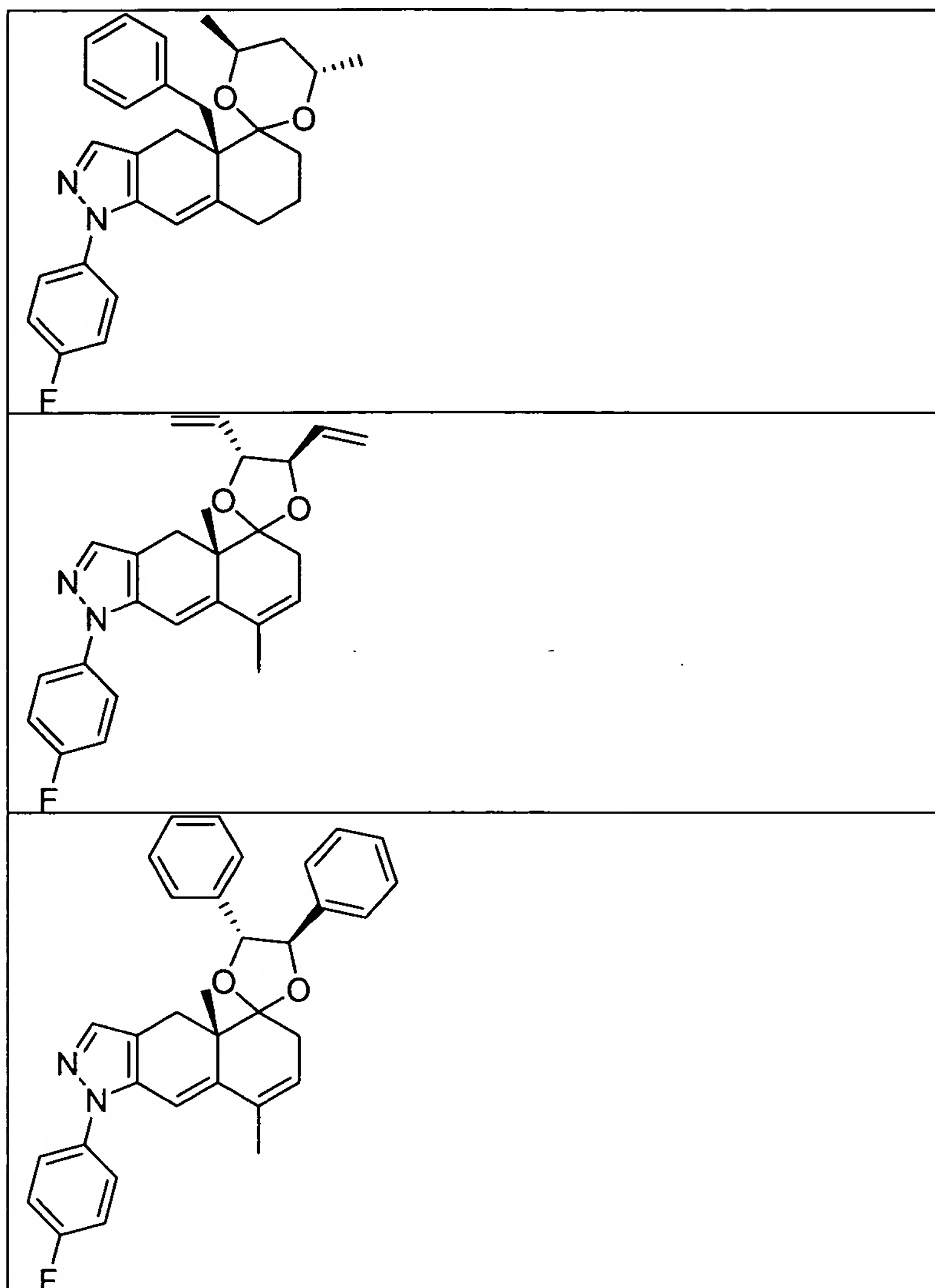












or a pharmaceutically acceptable salt of any of the foregoing compounds.

15 to 21. (Canceled)

22. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 11 in combination with a pharmaceutically acceptable carrier.

23 to 29. (Canceled)